MEN IN BLACK

MEN IN BLACK

Revised - July 1, 1996 (4th Yellow)
Revised - June 20, 1996 (4th Pink)
Revised - June 18, 1996 (4th Blue)
Revised - June 18, 1996 (3rd Tan)
Revised - June 17, 1996 (3rd Cherry)
Revised - June 3, 1996 (3rd Salmon)
Revised - June 3, 1996 (3rd Buff)
Revised - May 31, 1996 (3rd Goldenrod)
Revised - May 13, 1996 (3rd Green)
Revised - May 6, 1996 (3rd Yellow)
Revised - May 9, 1996 (3rd Pink)
Revised - May 9, 1996 (3rd Blue)
Revised - May 8, 1996 (2nd Tan)
Revised - May 8, 1996 (2nd Cherry)
Revised - May 2, 1996 (2nd Salmon)
Revised - May 2, 1996 (2nd Buff)
Revised - May 1, 1996 (2nd Goldenrod)
Revised - April 29, 1996 (2nd Green)
Revised - April 26, 1996 (2nd Yellow)
Revised - April 26, 1996 (2nd Pink)
Revised - April 25, 1996 (2nd Blue)
Revised - April 24, 1996 (Tan)
Revised - April 23, 1996 (Cherry)
Revised - April 18, 1996 (Salmon)
Revised - April 4, 1996 (Buff)
Revised - April 1, 1996 (Goldenrod)
Revised - March 26, 1996 (Green)
Revised - March 25, 1996 (Yellow)
Revised - March 12, 1996 (Pink Pages)
Revised - March 8, 1996 (Blue Pages)
February 26, 1996 (Draft)

1 EXT. ROAD - TEXAS/MEXICO BORDER - NIGHT 1

A million stars wink in the night desert sky. Down here on earth, an insect, one of those big, beautiful, multi-colored four-winged jobs, glides effortlessly on the breeze, wafting along through the crisp Texas air.

The insect dips, it banks, it does loop-the-loops --

-- and then SPLATS unceremoniously against the windshield of a white van that's tearing down the road.

2 INT. VAN - TEXAS/MEXICO BORDER - NIGHT 2

The DRIVER of the van, a fifty year old American, turns on the wipers, smearing the remains all over.

DRIVER
God damn bugs.

He squirts some wiper fluid onto the glass, which clears it up a bit, but now he sees something worse up ahead. It's a grouping of headlights, eight of them, all pointed at him, sealing off the road.

He bites his lip and calls over his shoulder, to the back of the van. He speaks in Spanish, which is subtitled. (All subtitles are in **boldface.**)

DRIVER (CONT'D)
Deja me hablar.
Let me do the talking.

3 EXT. ROAD - TEXAS/MEXICO BORDER - NIGHT 3

The van slows to a stop in front of the parked cars, all government-issue four doors with "INS" stencilled on the sides. Seven or eight INS AGENTS stand in front of the cars imposingly. Their apparent leader steps forward and comes to the window.

The Driver rolls it down. AGENT JANUS, blonde-haired, blue-eyed, also government issue, looks at him and sighs.

AGENT JANUS
Well. Nick the Dick. What a surprise. Where you comin' from?

DRIVER
I was fishing in Cuernavaca.

3 CONTINUED: 3

AGENT JANUS
Sure you were. What do you say we have a look at your catch?

AT THE BACK OF THE VAN,

the Agents fling open the rear doors, revealing a DOZEN FRIGHTENED MEXICANS, hopeful immigrants without official permission. Agent Janus looks at the Driver, who's now held by two other Agents, and shakes his head.

AGENT JANUS
Me, I woulda thrown 'em back.
(to the passengers, in Spanish)
Vamanos. Fuera. Hagan una lina!
Let's go. Out. Form a line!

They pile out of the van. Some are parents with small children.

AGENT JANUS
(CONT'D)
What do you get, Nick? Hundred bucks a head? Two hundred? I hope you saved it all for your lawyer, pal, 'cause you're gonna need-

He stops in the middle of his sentence, as another car is approaching, fast, its engine WHINING as it barrels down the road toward them. Several Agents pull their weapons.

The new car pulls a hard right, goes off the road, spins around the INS cars, and SQUEALS to a sideways halt, silhouetted in front of their headlights. It's a boxy, black 1986 Ford LTD.

TWO MEN get out, dressed in plain black suits, crisp white shirts, simple black ties, shiny black shoes. KAY, fiftyish, is the apotheosis of world-weary; his partner, DEE, mid-sixties, is just weary. They approach the INS agents.

KAY
We'll take it from here.

AGENT JANUS
Who the hell are you?

Kay and Dee flash some form of ID.

KAY
INS Division 6.

3 CONTINUED: (2) 3

AGENT JANUS
Division 6? I never heard of Division 6.

KAY
Really?

Kay and Dee move past him and approach the row of nervous immigrants.

KAY (CONT'D)
What're we thinking, Dee?

DEE
Tough call, Kay.

He walks down the row, studying the faces, greeting each one cheerily in Spanish.

KAY
!Oye! Que pasa, como estas?
Hey! What's up, how are you?
(next)
No se preocupe, abuela. Bienvenida a los Estados Unidos.
Don't worry grandma. Welcome to United States.
(next)
A donde vas? San Antonio? Buscando trabajo, no? Buena suerta.
Where are you going? San Antonio? Looking for work, aren't you? Good luck.
(next)
Es un placer verle aqui.
It's a pleasure seeing you here.

One by one, their faces relax, reassured by Kay's calm demeanor. When he reaches the fifth Guy, he keeps the same cheery tone, but:

KAY (CONT'D)
Que dices si te rompo la cara?
What do you say if I break your face?

The Guy smiles and nods. Kay stops. His own smile broadens and he drops a hand on the Guy's shoulder.

KAY (CONT'D)
No hablas ni una palabra del Espanol, verdad amigo?
You don't speak a word of Spanish, right friend?

(CONTINUED)

3 CONTINUED: (3) 3

Again, the Guy smiles and nods. Kay looks back at Dee.

KAY (CONT'D)
We got a winner.
(to the others)
Los restos estan libres a irse.
Largense! *
The rest of you are free to go. *
Scram! *

AGENT JANUS
Sir!

KAY
Tomen el camion, y vayeuse. *
Get on the road and go. *

AGENT JANUS
Sir, you can't just-

(CONTINUED)

3 CONTINUED: (4) 3

KAY
Don't "Sir" me! You have no idea who you're dealing with!

Silence on the road. The Driver grins, jumps back in the front seat of the van. The others pile into the rear and they tear out of there.

KAY (CONT'D)
(to Janus)
We're gonna have a little chat with our friend here. You boys can hit the road... and keep on protecting us from dangerous aliens. *

Kay and Dee escort their captive across the road and over a small rise, leaving the stunned INS agents standing alone in the roadway.

AGENT JANUS
You ever heard of Division 6?

2ND INS AGENT
There is no Division 6.

3RD INS AGENT
Who are those guys?

4 EXT. DESERT CLEARING - NIGHT 4

Kay and Dee lead their captive into a clearing in the desert brush. Dee pulls an enormous handgun from a shoulder holster and stays a pace or two off, covering him.

Kay has an arm draped around the man's shoulders.

KAY
I think you jumped off the bus in the wrong part of town, amigo. In fact, I'll bet dollars to pesos that you're not -- *

He pulls out a small laser device, which he ZIPS neatly down the front of the man's clothes.

KAY (CONT'D)
-- from anywhere near here.

The man's clothes fall to the ground, revealing what he really is underneath --

(CONTINUED)

4 CONTINUED: 4

-- A SCALY SPACE BASTARD, about four and a half feet tall, with a snouth, snail-like tentacles, and independently moving eyes on stalks at the top of his head.

The only part of his camouflage not crumpled to the ground is the humanesque "head", which he still lamely holds in one of his hands. It's propped up by a stick, like a puppet, and it continues to make expressions as he holds it.

KAY (CONT'D)
Mikey?! When did they let you out of jail?

MIKEY replies -- an unfathomable combination of GRUNTS, SQUEAKS, and saliva.

KAY (CONT'D)
Political Refugee. Right. *

DEE *
You know how many treaty articles * you've just violated? *

Mikey makes a lame SQUEAK.

KAY
One, my ass. Try seven. *

DEE *
From unauthorized immigration to * failure to properly innoculate prior * to landing. *

KAY *
(off Mikey's objections)
Okay, that's enough. Hand me your head and put up your arms.

From behind Mikey, they hear a terrified GASP.

Kay and Dee both look over quickly. One of the alien's eyes, on a tall stalk, whips around too. All three of them see AGENT JANUS, standing just over the rise, staring in frozen amazement.

KAY (CONT'D)
Ah, shit.

Agent Janus SCREAMS. Mikey rips free of the rest of the "Mexican" disguise, knocks Dee out of the way, and takes off straight at Janus, SCREECHING a horrible Space Bastard Screech. Janus freezes, terrified.

4 CONTINUED: (2) 4

KAY (CONT'D)
DEE! SHOOT HIM!

Dee struggles to roll over and change the controls on his gun, which fell out of his hand as he hit the ground.

KAY (CONT'D)
DEE, FOR CHRIST-

Mikey keeps moving, covering the last few yards to Janus quickly. He steps on a rock, launches himself into the air, his dripping jaws cranked wide open --

4 CONTINUED: (3) 4

-- there is a SIZZLING sound, a brilliant white flash --

-- and Mikey ERUPTS in a geyser of blue goo that splatters all over the ground, the trees, and Agent Janus' face. Behind where Mikey was, Kay stands, smoking weapon in hand.

5 EXT. ROAD - TEXAS/MEXICO BORDER - NIGHT 5

On the road, the INS AGENTS pull their guns and run toward the rise.

6 EXT. DESERT CLEARING - NIGHT 6

Kay has an arm around Janus, whom he is leading further into the clearing. Janus is white, shaking, eyes like silver dollars.

AGENT JANUS
Th -- th -- th --

KAY
(helping)
"That."

AGENT JANUS
That wasn't -- wasn't -- wasn't --

KAY
Human, I know. Oops. Got some entrails on you.

He takes out a handkerchief and wipes off the Agent's face. As he does, Janus looks back to where Mikey blew up. Then at Kay. And then up at the stars.

The other INS Agents burst over the rise, SHOUTING questions.

KAY
Okay, everybody, situation's under control calm down. If you'll just give me your attention for a moment I'll tell you what happened. *

From over the rise, car engines WHINE in the distance and headlights start to flash around them. Kay reaches into his pocket and pulls out a tubular metallic device the size of a pocket recorder. He checks his watch, figures in his head, then dials an electronic counter on the side of the device up to "08."

(CONTINUED)

6 CONTINUED: 6

KAY (CONT'D)
This is called a "neuralyzer." A gift from some friends from out of town. The red eye here isolates and measures the electronic impulses in your brain. More specifically, the ones for memory.

Behind him, six more MEN IN BLACK, all wearing black suits and sunglasses, come over the hill. Kay barks a few orders to them.

KAY (CONT'D)
Gimme a splay burn on the perimeter, please; holes at 40, 60, and 80.

2ND INS AGENT
What in the hell is going on?!

KAY
Exactly the right question. And the answer lies right -- here. Pay attention.

JANUS
Who are you, really?

KAY
Really? I'm just a figment of your imagination.

He holds up the neuralyzer. The Agents peer closely at it. Kay reaches into his pocket, puts on his own black sunglasses --

-- and pushes a button on the side of the neuralyzer. A BLINDING FLASH a tenth of a second long sears the Agents' eyeballs. They stare blankly.

KAY (CONT'D)
God, we're a gullible breed.

Behind him, TONGUES OF FIRE blast from a flame thrower held by one of the Men in Black. Kay looks back at the INS Agents, who are just coming around, as if awakening from a concussion.

KAY (CONT'D)
I mean it, fellas, you are lucky to be alive after a blast like that.

The Agents look around, confused.

(CONTINUED)

6 CONTINUED: (2) 6

AGENT JANUS
What -- blast?

Kay gestures behind him, where the Men in Black are now using fire extinguishers to douse the flames they themselves started.

(CONTINUED)

6 CONTINUED: (3) 6

KAY
Underground gas vein, genius. You guys need to exercise more caution before discharging your firearms. *

He jabs a finger into Janus' chest.

KAY (CONT'D)
Especially you.

7 EXT. DESERT CLEARING - HILLSIDE - NIGHT 7

Dee has moved away from them all and is sitting on a rock, staring up at the night sky, his sunglasses dangling idly from one hand. Kay steps away from the group and finds him. He sits down next to him.

DEE
I'm sorry. About... back there. *

KAY
Happens.

DEE
Didn't used to.

He holds up his hands, which tremble with age.

DEE (CONT'D)
The spirit's willing, Kay, but the rest of me... *

He looks up, at the million stars shining overhead. *

DEE (CONT'D)
They're beautiful, aren't they?

7 CONTINUED: 7

KAY
What?

DEE
The stars. We never just -- look. Anymore.
(back to Kay)
I'll tell ya Kay. I will miss the chase.

Kay pulls his neuralyzer from his pocket and looks down at it.

KAY
No. You won't.

8 OMIT (8) 8

A8 EXT. GRAND CENTRAL STATION - SOUTHERN EXPOSURE - NIGHT A8

A shot of the clock on the Station's stately southern exposure. WE PAN DOWN TO...

A pair of feet running. They belong to a man we will know as the PERPETRATOR. As we track with him, he SPEEDS UP and OUT OF FRAME.

A new set of feet come into frame. These belong to JAMES EDWARDS, a NYC COP in undercover street clothes. In the BACKGROUND, about ten feet behind, are two other cops, trying to keep up.

Edwards is a lot faster, though. He pulls out his badge that hangs from a chain under his shirt.

EDWARDS
STOP! NYPD!

He continues running, out of frame, and we stay on one of the other COPS, overweight, who gives up the chase and drops to his knees, heaving air.

COP
All yours, Edwards!

The Cop fumbles in his pocket for a pack of cigarettes.

TRACK WITH EDWARDS AND THE PERP

As they run down the bridge that traverses Park Avenue in the low Forties. The Perp veers to the left and, seemingly oblivious to the fact that it's a thirty foot drop, he hurdles the guard rail, and drops to Forty-first Street below.

(CONTINUED)

A8 CONTINUED: A8

EDWARDS is surprised by this maneuver, but doesn't waste a second. He, too, hurdles the guard rail and lands on...

B8 EXT. 41ST STREET AND PARK AVENUE - NIGHT B8

A DOUBLE DECKER BUS, one of those cheesy sightseers that hold up midtown traffic. The bus, of course, is completely filled with JAPANESE TOURISTS, and it seems like every single one of them has a video camera.

EDWARDS pushes through the crowd...

EDWARDS
Grand Central Station off to your left, folks...

With the bus still moving, he scrambles down the circular stairs and runs out through the side door.

He spots the Perp, sailing east on 41st Street.

EDWARDS
Damnit, man, your making me sweat up my gear!

Edwards spots one of those New York Post Delivery trucks, the kind with the open back door, rumbling by. He runs and jumps into the back.

C8 EXT. FIFTH AVENUE - NIGHT C8

THE PERP, meanwhile, is running at top speed, when Edwards glides into frame, leaning off the back of the truck.

EDWARDS
Yo, man, your luck just ran out.

He leaps from the back of the moving truck and tackles the Perp.

The Perp, now straddled by Edwards, is terrified.

PERP
He's coming! He's coming!

EDWARDS
And when he gets here, I'll kick his ass too.

Edwards is about to slap the cuffs on him, when the Perp blinks. Nothing unusual about that, but then another set of translucent, milky white eyelids, underneath his regular eyelids, blinks also.

Edwards is thrown for a moment, which is all the time the Perp needs to pull out...

(CONTINUED)

C8 CONTINUED: C8

His WEAPON, which is the strangest looking gun you've ever seen. Reacting quickly, Edwards bats it out of the Perp's hand.

THE WEAPON smashes into the stone wall surrounding Central Park and SHATTERS into a million pieces.

EDWARDS
What the...

WHOMP!

The Perp kicks him in the nuts, then scrambles to his feet and takes off again. Edwards staggers after him, in pain.

The Perp leaps over a moving car, towards the GUGGENHEIM MUSEUM. Edwards tries to follow, but a bus pulls in front of him.

After it passes, the Perp is gone.

9 EXT. GUGGENHEIM MUSEUM - NIGHT 9*

Edwards runs over to the Museum, leans over the wall that surrounds it, and in the next instant... *

The Perp flies past him, having leapt from twenty feet down to the top of the Guggenheim. He scrambles up and over the ledge. *

Edward reacts. He runs to the front door of the Museum, shoots it open and runs inside. *

He runs from the rotunda up the grand ramp of the Guggenheim. *

10 EXT. GUGGENHEIM MUSEUM - ROOF - NIGHT 10

On the roof, the PERP reaches the top, climbs over the edge, and CRUNCHES to the gravel surface. He leaps to his feet and races over to a door. It's locked.

He tugs on another. It's locked too.

He pulls on a third. It swings open --

-- revealing EDWARDS on the other side, breathing hard. He aims his weapon at the Perp.

(CONTINUED)

10 CONTINUED: 10

EDWARDS
Was Sup.

The Perp SCREAMS inhumanly and panics. He backpedals, toward the edge of the roof.

PERP
He's coming! He's coming because I FAILED, and now he'll KILL ME TOO!

EDWARDS *
STOP! *

PERP *
You don't understand. Your world is * gonna end. *

But the Perp has backed right into the edge of the roof, and now * he starts to fall over. The Perp blinks. *

EDWARDS *
What are you?! *

The Perp looks down. He decides. *

— and he falls, SCREAMING, to his death.

CUT TO:

11 INT. INTERROGATION ROOM - NIGHT 11

EDWARDS sits on one side of the table, a POLICE INSPECTOR and a UNIFORMED SERGEANT (the one who gave up the chase and lit a cigarette earlier), sit across from him.

INSPECTOR
Perpetrator then blinked two sets of eyelids. You mean blinked with both eyes?

EDWARDS
No, Sir. He blinked once with one set, then again with another completely different set.

SERGEANT *
Sort of a low beam, high beam. *

INSPECTOR *
Was that before or after he drew the * weapon which you claim evaporated into a * million pieces? *

(CONTINUED)

11 CONTINUED: 11

EDWARDS
After, Sir.

INSPECTOR
And why do you suppose none of the other officers saw either of these two events?

EDWARDS
'Cause some of the other officers are a little soggy in the mid-section. (And) they couldn't keep up, Sir.

SERGEANT
Hey, Edwards, if you were half the man I am --

EDWARDS
What do you mean? I am half the man you are.

SERGEANT
What the hell is your problem?

EDWARDS
My problem is you being all up in my damn face all the time.

SERGEANT
I bet/think he pushed/threw him off the roof. Ten minutes - your best shot.

INSPECTOR
(cutting off the Sergeant)
Sergeant. I want to talk to you outside. Now.

EDWARDS
You need ten minutes on a Stairmaster, you pudgy bastard.

12 INT. INTERROGATION ROOM - LATER - NIGHT 12

A woman sneaks into the room. A DOCTOR LAUREL WEAVER, thirtyish, dark haired, dark eyed, general aura of darkness around her, stands above him. Laurel looks like she was just dragged out of bed (which she was) and saw a spaceman (which she did).

She looks over her shoulder once, then whispers to him.

LAUREL
Laurel Weaver. Deputy Medical Examiner. I believe you. I opened him up. Find me at the morgue. On 26th. (I'll tell you what I found).

(CONTINUED)

12 CONTINUED: 12

EDWARDS
Hey...Wait a minute. Wait a minute.

LAUREL
(turning at the door)
You have really pretty eyes.

She hurries to turn the corner, but is STOPPED by someone who remains just offscreen.

VOICE (O.S.)
Dr. Weaver, from the coroner's office?
Working on the John Doe?

Edwards twists in his chair, to get a better look, All he sees is Laurel, facing whoever it is in the hallway.

LAUREL
(Yes.) That's right.

VOICE (O.S.)
Would you look right here, please.

The Someone says something else and Laurel steps forward, now also out of Edwards's line of vision.

LAUREL (O.S.)
Look where?

Edwards stretches even further in his seat, when there is a blinding FLASH from the corridor. Really curious now, he starts to get up --

— when KAY steps into the room and closes the door behind him. Edwards rolls his eyes.

KAY
Some night, huh?

EDWARDS
Oh, yeah, some night.

He crosses to the door.

KAY
They were gills.

Edwards stops.

KAY
Not eyelids.

EDWARDS
Who are you?

KAY
Did he say anything to you?

(CONTINUED)

12 CONTINUED: 2 12

EDWARDS
(scoffing)
Yeah, sure. He said the world was coming to an end.

KAY
Did he say when?

EDWARDS
You're kidding, right?

KAY
Would you recognize his weapon if you saw it again?

EDWARDS
Absolutely.

KAY
Let's take a ride.

EDWARDS
Wait a minute. I got a ton of paperwork.

KAY
It's (taken care of/all done.)

At that point, the INSPECTOR sticks his head in, smiles and gives Edwards the thumbs up.

INSPECTOR
Good work, Edwards.

Edwards looks at the Inspector, then at Kay. As they leave.

KAY
You ran that guy down on foot? That's tough. That's double tough.

CUT TO:

AA12 INT. FORD LTD - A MOMENT LATER - DRIVING AA12*

In a plain, boxy Ford, Kay drives, silent. He raises his hand and nods to a black MiB truck coming in the opposite direction. Edwards, in the passenger seat, is still in his undercover outfit. *

EDWARDS *
So who you with? *

Kay says nothing. *

EDWARDS (CONT.) *
You got the plain clothes, the goverment issued wheels. Secret Service? CIA? *

(CONTINUED)

AA12 CONTINUED: AA12

Kay remains utterly silent. *

EDWARDS (CONT.) *
(referring to the car) *
Yeah, well, whoever it is, you're short *
on funding. *

KAY *
Nothing is what it seems, Kid. *

EDWARDS *
Oh, yeah, my bad. 86 Ford LTD. That's *
a luxury ride. C'mon, who ya with? *

Kay pulls the car to a stop. *

KAY *
I'm part of a secret organization that *
monitors and polices alien activity on *
earth. *

Kay opens the door and gets out of the car. Edwards follows. *

A12 EXT. PAWN SHOP - NIGHT A12*

Edwards looks around. Sees they're standing in front of a PAWN SHOP. *

EDWARDS
This is where we're going?

They get out of the car.

EDWARDS (CONT.)
Jack Jeebs? Guy buys from chain snatchers. Doesn't even sell guns.

KAY
Really?

EDWARDS
Alright, you think it's worth shaking him up, fine. I'll do my thing. Then I want some answers.

KAY
Do your "thing", Kid.

Edwards goes inside.

B12 INT. PAWN SHOP - NIGHT B12

JACK JEEBS is the sleazy, sarcastic proprietor of the Pawn Shop. He's not easily intimidated.

JEEBS
Officer Edwards. Oh, hey, geez, how'd these get here? I thought I turned 'em in to the proper authorities.

He casually brushed some Rolexes off the counter.

EDWARDS
Way I hear it, Jeebs, you into something a little hotter than some stolen Rolexes.

JEEBS
Sure -- I'm a big crack dealer now. I just work here because I love the hours.

This pisses Edwards off. He grabs Jeebs by the collar.

EDWARDS
(getting angry)
I'm talking about guns, Jeebs. High tech stuff.

(CONTINUED)

B12 CONTINUED: B12

JEEBS
C'mon, Edwards, whatcha see is what I got.

KAY (O.S.)
Why don't you show him the imports, Jeebs.

At the sound of Kay's voice, Jeebs suddenly pales, a look of fear coming over his face.

JEEBS
H-hiya Kay, how are you?

KAY
The imports, Jeebs. Now.

JEEBS
You know I got outta that business a long time ago, Kay.

KAY
Why do you lie to me? I hate it when you lie.

He pulls his own gun and aims it a Jeebs' forehead.

JEEBS
Whoa, whoa, Kay, hold on a minute here...

KAY
I'm going to count to three.

Edwards, seeing that Kay is getting somewhere, joins in the routine.

EDWARDS
He'll do it, Jeebs.

KAY
One.

EDWARDS
I've <u>seen</u> him do it.

KAY
Two.

EDWARDS
Talk to <u>me</u>, Jeebs, he's crazy when he's like this.

JEEBS
He's <u>always</u> crazy.
(to Kay)
Take a cruise. Get a massage --

(CONTINUED)

B12 CONTINUED: 2 B12

KAY
Three.

KA-BOOM! Kay blows Jeebs' head off and Jeebs' body collapses to the floor. Edwards is shocked.

Edwards pulls his own weapon and points it at Kay's head.

EDWARDS
PUT DOWN THE GUN AND PUT YOUR HANDS ON THE COUNTER!

KAY
I warned him.

EDWARDS
DROP THE WEAPON!

KAY
You warned him.

EDWARDS
YOU ARE UNDER ARREST. YOU HAVE THE RIGHT TO REMAIN SILENT.

KAY
Will you relax?

JEEBS (O.S.)
(irritated)
Don't do that.

Edwards whirls around to see Jeebs' BODY, growing another head. Only takes four or five seconds. Kay calmly shoves his gun up against Jeebs' baby-soft new cheek.

JEEBS (CONT.)
Do you know how much that hurts?

KAY
Show us what you got, Jeebs. Or I'll use up another one.

Jeebs, panicked, hits a button on the underside of the counter, which promptly flips over, revealing yet another dusty shelf, piled high with junk --

-- but this is all alien junk. Weapons, mostly, bizarre, otherworldly weapons of all shapes and sizes.

KAY
Edwards?

Edwards, still dazed by Jeebs' regrown head, glances down at all the weapons.

EDWARDS
Uh, this. This is what I saw.

(CONTINUED)

B12 CONTINUED: 3 B12

Kay looks at Jeebs, pissed off.

KAY
You sold a carbonizer with implosion capacity to an unlicensed cephlapoid.

JEEBS
He looked all right to me.

KAY
A carbonizer is an assassin's weapon, Jeebs. Who was the target?

JEEBS
I don't know.

Kay raises the weapon again, threatening.

KAY
JEEBS...

JEEBS
I DON'T KNOW!

Kay lowers his gun, gestures to the shelf full of weapons.

KAY
This is all confiscated. All of it. I want you on the next transport off this rock. Or I'll shoot you where it doesn't grow back.

Jeebs nods, point taken. Kay leaves.

EDWARDS
Yeah. I'll be by tomorrow for those Rolexes.

Shaken, Edwards follows.

C12 EXT. PAWN SHOP - NIGHT C12

EDWARDS staggers out of the shop, trying to get the day's events straight in his head.

EDWARDS
The eyelids, fine...and the jumping thing...and the gun...okay, but the head?

KAY
Searching for a handle on the moment here? A place to file all this.

EDWARDS
See a head doesn't do that, it doesn't just grow back.
(MORE)

(CONTINUED)

C12 CONTINUED: C12

EDWARDS (cont'd)
(looking up)
What's going on?

KAY
Can't help you, Kid. Only comfort I can offer is that tomorrow, you won't remember a thing.

EDWARDS
Oh, no. This I'm gonna remember for a long, long time.

Kay pulls the neuralyzer from his pocket. He hesitates for the briefest of moments -- as if this particular neuralization is different than all the others.

Then he puts on his sunglasses.

KAY
Ever see one of these?

CUT TO:

13 INT. CHINESE RESTAURANT - NIGHT 13

-- the flash dims on EDWARDS and KAY, sitting at a table in a Chinese restaurant.

KAY
(finishing a joke)
-- and the wife says yeah, Harry, I know, but this one's eating my popcorn!

(CONTINUED)

13 CONTINUED: 13

He busts out laughing. Edwards, across from him, is completely disoriented. He looks down. There's a half-eaten order of broccoli beef and several empty bottles of beer on the table in front of him.

EDWARDS
Huh?

Kay checks his watch.

KAY
Whoops. Gotta run. Thanks for the egg rolls.

EDWARDS
Where am I?

KAY
See what I mean about tequila? You're a bright young man, James. Just lay off the sauce. I'll see you tomorrow, nine a.m. sharp.

He turns and walks out. Edwards checks his watch. A WAITRESS appears.

WAITRESS
Another beer?

EDWARDS
Coffee. Please.

She walks off. Edwards looks at the table. There is a business card lying next to his plate, on which Kay has handwritten "James D. Edwards, Saturday, 9 a.m., 504 Battery Drive." *

Edwards looks at it, puzzled. He turns the card over and looks at the other side. There's not much there, no name, no phone or fax number, no e-mail address. Just three little letters, dead in the middle of the card:

MiB

CUT TO:

14 EXT. FARMHOUSE - NIGHT 14

A lonely farmhouse stands amid the fields of upstate New York farm country. Several lights are on and through a window we can see the silhouette of a MAN sitting at the kitchen table, the silhouette of a WOMAN hovering over him, bringing things to him.

(CONTINUED)

14 CONTINUED: 14

The Man (EDGAR) waves his arms, ranting.

EDGAR (O.S.)
I go out, I work my butt off to make a living, all I want is to come home to a nice clean house with a nice fat steak on the table, but instead I get this -- this -- I don't even know what you call this!

In the sky above, it's one of those brilliant starfields. But something strange is happening with one of those stars -- it's getting bigger.

EDGAR (O.S.)
I'll tell you what it looks like, it looks like poison. Don't you take that away, I'm eating that, damn it! It is poison, isn't it?!

No, that star isn't getting bigger, it's moving. Toward us. Fast. It goes from a pinpoint to a dime, to a nickel, to a quarter, and works its way into fruit metaphors.

EDGAR (O.S.)
I swear to God, I would not be surprised if it was, the way you skulk around here like a dog been hit too much -- or ain't been hit enough, I can't make up my mind.

Okay, we're way past watermelon now, that thing is huge, and it's starting to glow hot red as it enters the earth's atmosphere, headed straight toward us, coming here, to Beatrice and Edgar's place.

The blazing fireball barrels through the sky, SNAPS off a couple trees --

EDGAR (O.S.)
You're useless, Beatrice! The only thing that pulls its weight around here is my God damn truck!

-- and SLAMS right through a pickup truck parked in the driveway. A concussive BLAST follows, then a geyser of smoke and flame erupts.

EDGAR (O.S.)
Stay here!

The silhouette of Edgar leaps to its feet, races to the door, and throws it open. Edgar is everything his voice led us to expect -- a nasty, bug-eyed redneck carrying a

14 CONTINUED: (2) 14

twelve Gauge shotgun. His mouth agape, he walks across the yard and stares at the hulking shell that was his truck.

The skeleton of the truck is still there, but there's a huge, smoldering hole in it, a hole that goes at least ten feet down into the ground.

EDGAR
Figures.

He walks to the truck and touches the door handle. Hot. Using his shirt tail, he opens the door and peers down into the hole.

IN THE HOLE,

he sees a smooth curve of metal and a few blinking lights. Embedded into the ground is, indeed, a spaceship, maybe eight feet across.

BEATRICE calls from behind him, standing in the doorway fearfully.

BEATRICE
What is it, Edgar?!

EDGAR
(turns to her)
GET YOUR BIG BUTT BACK IN THAT HOUSE!

Beatrice does as she's told, closing the door behind her. Edgar turns back to the smoldering rock, raising his shotgun in defense. AN OTHERWORLDLY VOICE comes from deep in the hole.

VOICE (O.S.)
Place projectile weapon on ground.

Edgar staggers back a step, terrified. But then he regains himself, raises the weapon, and steps forward, pointing it menacingly down into the hole.

EDGAR
You can have my gun when you pry it from my cold, dead fingers!

There is a pause while the voice thinks about this offer. Finally, it responds, in a voice and cadence remarkably similar to Edgar's.

VOICE (O.S.)
Your proposal is acceptable.

14 CONTINUED: (3) 14

A long, hairy pincer flashes out of the hole, grabs Edgar by the head, and pulls him down into the hole.

From deep in the hole, we hear a terrible RIPPING sound, like a bedsheet being torn in half. There are some disgusting GUSHY sounds, then a moment later, something flies out of the hole and FLOPS onto the ground next to the truck.

It's Edgar. Well, sort of. His body parts still hang together -- face, arms, legs, even clothes -- but everything inside has been removed and now he just lies there, flat and empty, like a tuxedo on the floor after the prom.

The shotgun flies out and lands beside him.

CUT TO:

15 INT. FARMHOUSE - KITCHEN - NIGHT 15

BEATRICE sits at the kitchen table, terrified, still wiping away tears from Edgar's diatribe. The door opens and EDGAR comes back into the kitchen, seemingly fleshed out again, leaving the door hanging open behind him. He carries the shotgun.

She looks up at him, anxious. But his face is a blank.

BEATRICE
What on earth was it?!

He looks at her strangely. When he speaks, his voice is different than before. More refined.

EDGAR
Sugar.

Pause. She looks out the window, at the smoking truck.

BEATRICE
I've never seen sugar do that.

EDGAR
Give me sugar.

Puzzled, Beatrice gets up, goes to the cabinet, and grabs a bag of sugar. She holds it out to him.

EDGAR (CONT'D)
In water.

Frightened, she takes a glass of water from the table. She dumps some of the sugar into it.

15 CONTINUED: 15

EDGAR (CONT'D)
More.

She puts more, till the glass is brimming. She stirs it quickly with a knife and hands it to him, her hand trembling.

Edgar takes it and downs it in a single gulp. Beatrice stares at Edgar, no idea what to think. She notices something odd about the skin on his neck.

BEATRICE
Edgar, your skin! It's -- it's -- just hanging off your bones!

Edgar drops the glass and looks in a window, to catch his reflection. He reaches up --

-- and twists his whole face, as if adjusting a ski mask, then tucks the skin of his neck back into his shirt collar. He looks at her.

EDGAR
That better?

Beatrice faints.

16 EXT. FARMHOUSE - NIGHT 16

Stillness. Silence. A loud SCRAPING sound comes from the pit left by the spaceship.

The nose of the ship itself rises up out of the pit, wavers, keeps moving, and finally CRUNCHES to the ground outside the pit.

EDGAR climbs out of the pit, breathing heavily. He dusts himself off and continues pushing the ship, along the ground, off into the darkness.

CUT TO:

17 EXT. MIB BUILDING - DAY 17

The next morning. EDWARDS, holding the small MiB business card in his hand, compares the address written down by Kay to the address on the utterly nondescript building in front of him. It's seven stories high, gray, windowless, perfectly square, squatting on a bridge over a road like a fat guy on the john.

"504 Battery Drive."

18 INT. MIB BUILDING - TUNNEL VENT ROOM - DAY 18

EDWARDS steps through a heavily barred metal door and into long, bizarre room. One wall is entirely dominated by the enormous blades of a tunnel vent air intake. There is an elevator at the far end of the room and an OLD SECURITY GUARD, the rent-a-cop kind, reading a comic book on a folding metal chair halfway across.

Edwards walks across the room, his footsteps ECHOING. The Guard looks up.

GUARD
Help you?

EDWARDS
Maybe, I'm not sure, see, I got this card --

GUARD
Elevator. Push the "call" button.

And he goes back to his comic book. Edwards, maybe out of nothing more than curiosity at this point, walks across the room, toward the elevator. As he draws close, the elevator doors WHOOSH open, expecting him.

19 INT. MIB BUILDING - ENTRANCE ELEVATOR - DAY 19

Edwards steps inside and turns around. The doors close. He pushes the "call" button and waits, but the elevator doesn't move. Instead, doors on the <u>other</u> side of the elevator slide open silently behind him. Edwards waits, unaware.

From behind him, somebody clears their throat. Edwards turns around, and finds himself standing in --

20 INT. MIB BUILDING - INTERVIEW ROOM - DAY 20

This back room is every bit as mysterious and unfamiliar as the entryway. Standing at the front of the room is ZED, a wire-haired career G-man, an old school bureaucrat, wearing the exact same kind of suit Kay had on last night. SIX OTHER HOT RECRUITS sit in egg-shaped chairs, staring at Edwards.

One chair is empty.

ZED
You're late. Sit down.

20 CONTINUED: 20

Edwards takes the remaining chair. The elevator doors slide shut. Zed continues addressing the Recruits.

ZED (CONT'D)
My name is Zed. You're all here because you're the best of the best. Marines, Navy SEALS, Army Rangers -- NYPD.

They all turn and regard Edwards a little smugly. He gives it back.

ZED (CONT'D)
And we're looking for one of you. Just one. What will follow is a series of simple tests designed to quantify motor skills, hand-eye coordination, concentration, stamina -- I see we have a question.

Edwards's hand is, indeed, up.

EDWARDS
Why, uh -- I'm sorry, it's just no one really asked this, but -- why, exactly, are we doing this?

Silence. Then one of the young recruits eagerly raises his hand. Zed calls on him.

ZED
Son?

AMBITIOUS RECRUIT
(loud and formal)
Jake Jensen, West Point, graduate with honors. We're here because you're looking for the best of the best of the best, SIR!

Edwards tries to stifle a laugh, but can't.

ZED
What's so funny, Edwards?

EDWARDS
I -- I don't know, sir. This guy. "Best of the best of the best of the best of the -- "
(realizing nobody is with him on this)
It just struck me as --
(totally serious)
(MORE)

20 CONTINUED: (2) 20

EDWARDS (cont'd)
Humorous. Sir.

Short pause. Then Zed continues.

ZED
Okay. Let's get going.

21 INT. MIB BUILDING - INTERVIEW ROOM - LATER - DAY 21

The recruits scribble away at the written test. It's a thick document -- reasoning skills, general knowledge, diagrams. The RECRUITS seem to be really powering through it, filling in answer after answer.

But no desks have been provided for them, and they're all still in their chairs, writing uncomfortably on their thighs or knees.

EDWARDS's really struggling. He writes two words on one answer, then decides to erase it. The lack of a writing surface is driving him crazy; his pencil even TEARS through the page.

He looks up. In the middle of the tile floor, there is an unused table. Edwards gets up, goes to it, grabs hold --

-- and drags it, SCREECHING DEAFENINGLY, back to his chair. Everybody looks up, wincing at the horrible sound that fills the room.

Edwards sits back down, now writing on the table. That's better.

Zed raises an eyebrow. He stares at Edwards, then looks up, toward a smoked glass window. Behind the dark glass, a FIGURE stands, staring, unemotional.

CUT TO:

22 INT. MIB BUILDING - SHOOTING GALLERY - DAY 22

SEVEN WEAPONS rest on a table in the middle of an otherwise empty, triangular room. The SEVEN RECRUITS stand in front of the table.

There's an odd moment -- where everyone sort of looks around: at each other, at the blank walls...

EDWARDS
Anyone, uh... any of you guys know what we're doing here?

22 CONTINUED: 22

MARINE
(clipped, unquestioning)
Looking for the best of the best of the best.

EDWARDS
(can't help but smile)
Well, yeah, I know, but...

And then... suddenly --

The two far walls pull apart. The whole room pulsates and the air is suddenly filled with a bewildering swirl of stroboscopic images, both human and alien. Everywhere is color, light and movement -- a holographic mass of strange shapes and characters moving simultaneously.

The Recruits lunge for the weapons, snapping them up and taking aim. SIX SHOTS are fired at once. And then, a second later, a SEVENTH SHOT is fired. Everyone sort of looks at Edwards, who puts his gun down last.

There's an awkward silence. Then the door opens. Light pours in, and ZED with it. Even the highly competitive cadets can't help but feel some sympathy as Zed walks straight to Edwards.

ZED
The hell happened?

EDWARDS
Hesitated, sir.

Zed looks into the gallery. Most obvious in the frozen tableau of creatures is a lunging, snarling beast, which has three bullet holes in its chest. Next to it is a massively deformed humanoid creature with a large hook for a head, which also has three holes in it. In the back corner of the gallery, there is a single bullet hole in a PRETTY EIGHT Year old girl.

ZED
May I ask why you felt little Tiffany deserved to die?

EDWARDS
She was the only one who actually seemed dangerous. At the time.

ZED
And how did you come to that conclusion?

22 CONTINUED: (2) 22

EDWARDS
Hook-head guy. You explain to me how he can think with a hook for a head. Answer; it's not his head. His head is that butt-ugly bean-bag thing over there. 'Cause if you look at the snarling beast-guy, he's not snarling, he's sneezing -- he's got tissues in his hand. No threat

(MORE)

22 CONTINUED: (3) 22

EDWARDS (cont'd)
there, and anyhow, the girl's books were way too advanced for an 8-year-old's. And besides, from where I'm looking, she was the only one who appeared to have a motive. And I don't appreciate your jumping down my throat about it.

Sideways glances from the other recruits. Zed sighs.

EDWARDS
(CONT'D)
Or, uh -- do I owe her an apology?

CUT TO:

23 INT. MIB BUILDING - OBSERVATION ROOM/INTERVIEW ROOM - DAY 23

ZED and KAY stand behind smoked glass, staring at the RECRUITS, who are still in the shooting gallery, waiting for a decision. *

ZED
He's got a real problem with authority.

KAY
So do I. The guy ran down a cephlapoid, Zed. On foot. Tenacity. That I can use.

ZED
I hope you know what you're doing.

Zed turns and walks away. Kay stares through the glass, at EDWARDS, who stands alone on one side of the room, apart from the rest of the group.

Zed reappears on the other side of the glass, coming through a door and into the shooting gallery. As he talks, Kay turns and walks off.

ZED (CONT'D)
Congratulations, you're everything * we've come to expect from years of * government training. Now, if you'll * just follow me, we have one more test to administer, an eye exam. *

24 INT. MIB BUILDING - HALLWAY - DAY 24

The RECRUITS follow ZED out of the shooting gallery and into a long hallway. Zed motions them off to the left. EDWARDS is the last one out of the room, but he stops as he steps into the hallway.

KAY is outside the door, waiting for him. Edwards recognizes him from last night.

EDWARDS
You! Hey, what's goin' on?

The other recruits continue down the hall with Zed. Kay doesn't answer, just gestures to Edwards to follow him down the hall, which he does.

KAY
Back in the mid-fifties, the government started a little underfunded agency with the simple and laughable purpose of making contact with a race not of this planet. *

As they pass an alcove, Edwards notices the six other Recruits, who have been herded into a corner. Zed, addressing them, pulls a neuralyzer from his pocket.

ZED
Now, if you'll look directly at the end of this device. *

He holds a neuralyzer up in front of them, and the Recruits stare obediently at it as Zed slips on a pair of black sunglasses.

Edwards stares, fascinated, but Kay's hand reaches in and yanks him away, just as Zed's neuralyzer FLASHES WHITE.

25 INT. MIB BUILDING - HALLWAY - DAY 25

As KAY leads EDWARDS down an impossibly long corridor, he hands him a file folder stuffed thick with eight by ten photographs.

(CONTINUED)

25 CONTINUED: 25

He hands Jay the first picture, a shot of eight or nine MEN in plain black suits standing around a fifties-style office with metal desks and fluorescent lights. DEE and ZED are there, much younger.

KAY
Everybody thought the agency was a joke. Except the aliens. They made contact on March 2nd, 1961, outside New York City.

Another photograph, a grainy black and white image of two ships hovering in the night sky -- classic flying saucer shapes.

KAY (CONT'D)
There were nine of us that night. Seven agents. An amateur astronomer. And one poor kid who got lost on the wrong back road.

Yet another photograph, this one showing a young KAY, in a shirt and tie, holding a bouquet of flowers, staring at the open door of the landed flying saucer. ALIEN SHAPES are visible within.

EDWARDS
You brought the aliens flowers?

He steers Edwards to the right, down another corridor, just as long as the first.

KAY
They were intergalactic refugees with a simple request. Let us use the earth as an apolitical zone for people without a planet. Ever see "Casablanca?" Same thing, no Nazis. We agreed. So we masked all evidence of their landing.

25 CONTINUED: (2) 25

Another picture, this one of the 1964 World's Fair grounds, still under construction. Giant models of rockets mark the Fair's theme of space travel; most prominent in the construction are two tall towers, with the flying saucers now mounted at the top of each.

EDWARDS
The 1964 World's Fair was a coverup?

KAY
Why else would we hold it in Queens?
(another hallway)
Now left. More non-humans arrive every year. They live among us, in secret.

EDWARDS *
I see. Not to change the subject, *
but when was your last cat-scan? *

KAY *
Every six months; it's company *
policy. *

EDWARDS *
Well, thanks for the very amusing *
morning, but I'm hopin' you'll show me where I came in? 'Cause this is where I go out.

(CONTINUED)

25 CONTINUED: 3 25

They have stopped next to an unmarked door. Kay throws it open and steps inside.

KAY
Yeah, sure, hang on, I wanna grab a coffee while we're right here.

As Kay walks into the kitchenette, Edwards's jaw drops, his eyes widen, and he stares in wonderment --

-- at THREE WORM-LIKE ALIENS standing around a water cooler. Tall, impossibly thin, most certainly not from New York, the aliens hold an animated conversation in a language that seems like a combination of Esperanto and microphone feedback.

KAY (CONT'D)
(to the aliens)
Don't tell me we've only got that powdered shit for cream again?

One of the Worm Aliens answers him in their native tongue and points to the counter.

KAY (CONT'D)
Oh.

He finds the cream sitting out on the counter where the alien indicated, dumps some in his coffee, and comes back outside, closing the door behind him. He reaches up and gently pushes Edwards's jaw up, closing his mouth.

KAY (CONT'D)
For future reference, this is a better look for you.

CUT TO:

26 OMIT 26

27 EXT. BATTERY PARK - DAY 27

EDWARDS, thrown for a major loop, sits like a zombie alongside KAY on a bench in Battery Park. Kay drinks his coffee while they talk.

KAY *
Any given time, around fifteen hundred *
landed aliens are on the planet, the *
majority right here in Manhattan. Most *
aliens are decent enough, just trying to *
make a living. *

(CONTINUED)

27 CONTINUED: 27

EDWARDS
Cab drivers?

KAY
Not as many as you'd think. Humans, for the most part, don't have a clue. Don't want one, either. They're happy. They think they've got a pretty good bead on things.

EDWARDS
Why the big secret? People are smart, they can handle it.

KAY
A person is smart. People are dumb. Everything they've ever "known" has been proven to be wrong. A thousand years ago everybody knew as a fact, that the earth was the center of the universe. Five hundred years ago, they knew it was flat. Fifteen minutes ago, you knew we humans were alone on it. Imagine what you'll know tomorrow.

JAY
So what's the catch?

KAY
What you'll gain in perspective, you'll lose in ways you're too young to comprehend. You give up everything. Sever every human contact. No one will know you exist. Ever.

JAY
Nobody?

KAY
You're not even allowed a favorite shirt. There. That's the speech I never heard. That's the choice I never got.

JAY
Hold up. You track me down, put me through those stupid ass tests, now you're trying to talk me out of it. I don't get it.

KAY
You got 'til sun-up.

JAY
Is it worth it?

(CONTINUED)

27 CONTINUED: 2 27

KAY *
You find out, you let me know. *

DISSOLVE TO:

28 EXT. BATTERY PARK - DUSK 28

Almost nighttime now, and the park is empty. EDWARDS is still on the bench. And still thinking. Above him, the stars are coming out.

Slowly, he looks up, into the vastness of the heavens.

DISSOLVE TO:

29 INT. GARAGE - DAY 29

The next morning. A door opens on a garage and an ORKIN MAN steps inside, carrying a tank of toxic gas. The morning light spills on an abundance of spiders, crawling everywhere -- big ones, small ones, hundreds of them have moved in and taken over this dusty place.

The Orkin Man sighs and sets down his tank.

ORKIN MAN
Well, well, well. Movin' right in, are we? Think we own the place?

He unfurls a hose from the side of the tank.

ORKIN MAN (CONT'D)
Got a little eviction notice for you, boys.

He raises a mask to his face and unscrews the handle on the top of the tank. LETHAL GAS starts to HISS from the end of the hose.

VOICE (O.S.)
Just what exactly do you think you're doing?

The Orkin Man turns around. EDGAR stands in the doorway to the garage, staring at him disdainfully.

ORKIN MAN
(shrugs)
Takin' care of your pest problem.

(CONTINUED)

29 CONTINUED: 29

EDGAR
"Pest" problem? "Pest?"

ORKIN MAN
Yeah. You got a hell of an infestation.

Edgar advances on him, slowly.

EDGAR
You know, I have noticed an infestation here. Everywhere I look, in fact. Nothing but undeveloped, unevolved, barely conscious pond scum. So convinced of their own superiority as they scurry about their short, pointless lives.

ORKIN MAN
Well -- yeah. Don't you want to get rid of 'em?

EDGAR
In the worst way.

Edgar lashes out quickly, jerking the mask off the Orkin Man's face with one hand --

-- and shoving the gas hose down his throat with the other.

THE ORKIN MAN'S CAR KEYS.

drop to the garage floor and Edgar picks them up.

30 EXT. GARAGE - DAY 30

A six by ten sheet of plywood THUDS to the driveway outside the garage. EDGAR raises one end of it so it's hanging off the back end of the Orkin man's van -- now it's a ramp.

He walks off and we hear that familiar SCRAPING sound again. Edgar, GRUNTING with the effort, slowly pushes his spaceship up the ramp and into the back of the Orkin truck.

CUT TO:

31 INT. MIB BUILDING - TUNNEL VENT ROOM - DAY 31

EDWARDS stands in the middle of the tunnel vent room, the same one he first came into yesterday. The elevator doors open and KAY, obviously summoned by the OLD SECURITY GUARD, stands waiting for him.

EDWARDS
One thing you gotta know right now.

Edwards walks briskly forward and gets in the elevator with him.

32 INT. MIB BUILDING - ELEVATOR - DAY 32

Inside the elevator, the doors WHOOSH shut, KAY turns a key in a certain floor number, and the descent begins. EDWARDS continues.

EDWARDS
Alright. I'm in because there's some new level shit going on around here, and I'm wit that. Before you beam me up there are a couple of things we need to get straight. You chose me 'cause you recognize the skills. So as of now you can cease with all of that calling me "son" or "kid" or "sport". Cool?

KAY
Cool, slick. Now about those skills of yours,

The elevator doors --

33 INT. MIB BUILDING - HEADQUARTERS - DAY 33

-- slide open on Men in Black headquarters.

KAY
As of this moment, they don't mean much.

It's unlike anything we've ever seen -- huge, multi-levelled, of sixties design, polished steel and glass. The workplaces are sleek and uncluttered, manned by both HUMANS and ALIENS. Most of the Aliens stay in the background, like the UPSIDE DOWN GUY who walks on the ceiling, shuffling papers.

KAY and EDWARDS step off the elevator and onto a platform that looks out over the whole place.

(CONTINUED)

33 CONTINUED: (2) 33

Kay leads him down into the complex. First, they walk past a sort of passport control center, where a human BUREAUCRAT at a desk is checking the documents of a line of ALIENS who've just arrived. There are a dozen bizarre life forms in that line, CHATTING in half a dozen different alien tongues.

Edwards slows as they pass, listening to the PASSPORT CONTROL OFFICER as he addresses an ARQUILLIAN, a large, humanoid visitor.

PASSPORT OFFICER
Purpose of trip?

ARQUILLIAN
Diplomatic mission.

PASSPORT OFFICER
Duration of stay?

ARQUILLIAN
Lunch.

PASSPORT OFFICER
Carrying any fruits or vegetables?

Edwards just stares, fascinated, but Kay grabs him by the arm and hurries him along.

KAY
Let's go. He's a little... grouchy. *

Kay moves him into the central hall.

KAY *
A couple of hours wait after a 17 *
light year flight would get on *
anybody's nerves. *

EDWARDS
What branch of the government do we report to?

KAY
None. They started asking too many questions.

EDWARDS
So who pays for all this?

(CONTINUED)

33 CONTINUED: (3) 33

KAY
Oh, we hold a few patents on gadgets we confiscated from our out-of-state visitors. Velcro. Microwave Ovens. Liposuction.

AT A STORAGE CAGE,

Kay turns a key in the lock of a caged-in area and throws the door open. Inside, there are piles of sophisticated-looking devices stacked on shelves and tabletops.

KAY
(picking something up)
Here. A new recording device to replace CD's. So now I gotta buy the White Album again?
(something else)
This is amusing. Universal translator.

He holds up a cylindrical metal tube and a small wire clip that looks like a lapel microphone.

KAY (CONT'D)
We're not supposed to have it. I'll tell you why. Human thought is so primitive it's considered an infectious disease. Makes you proud, doesn't it?

Edwards picks up a small yellow ball from one of the shelves.

EDWARDS
What's this?

KAY (CONT'D)
Don't touch that!

THE BALL ZINGS OUT OF EDWARDS' HANDS -- it flies out into the main complex -- hits the ceiling and ricochets around the room, faster than the eye can follow --

VARIOUS SHOTS OF HUMANS AND ALIENS ducking, dodging and jumping out of its way.

ON KAY

as he calmly, a little wearily, slips an odd-looking metal glove over his right hand...

He raises his hand and the yellow ball zings into it -- Kay catches the ball, calmly.

(CONTINUED)

33 CONTINUED: (4) 33

KAY (CONT'D)
Caused the '77 New York blackout. Practical joke by the Great Attracter. He thought it was funny as hell.

They leave the room. *

EDWARDS *
Sorry! *

ON THE MAIN FLOOR,

they walk briskly across the room, reaching a giant screen on the far wall.

KAY
Observation, the heart of our little endeavor.

The screen displays a map of the world on which thousands of tiny lights blink in all parts of the globe, log lines of data flashing next to them.

KAY (CONT'D)
This map shows the location of every registered alien on earth at any given time. Some of them we keep under constant surveillance.

33 CONTINUED: (4) 33

He hits a button on the console and the map is replaced by hundreds of boxes, each with smaller video images.

KAY (CONT'D)
Everyone on these screens is an alien. In public -- normal. In private -- you'll get the idea. *

ON THE SCREENS,

we see live images of aliens. Aliens who look alien are in spots where they can't be seen. Aliens who look human are functioning right out in public -- including SAM DONALDSON. MICHAEL JACKSON. And TONY ROBBINS.

KAY (CONT'D)
Meet the twins. *

Kay gestures to two small, bony CREATURES with eight arms each and a single eye growing out of a central stalk in their heads. They turn around and wave two or three arms each.

EDWARDS
I gotta be honest about something.

KAY
It makes no sense?

EDWARDS
It makes perfect sense. When I was a third grader in Philadelphia, they told me I was crazy 'cause I swore that our teacher was from, like, Venus or something.

KAY
Mrs. Edelson.

Edwards, stunned, looks at Kay as 4-Eyes boots her onto the screen: Mean face, cat glasses. Bony fingers. Extremely well hidden tail.

KAY
Jupiter, actually. Well, one of the moons.

With their remaining arms, they punch button after button on the enormous console. ZED, who was standing up close to the screen, walks over to Edwards, sizing him up.

(CONTINUED)

33 CONTINUED: (4) 33

ZED
What's your jacket size, Edwards?

EDWARDS
Uh -- forty regular.

ZED
Then let's put it on.

33 CONTINUED: (5) 33

EDWARDS
Put what on?

ZED
The last suit you'll ever wear.

CUT TO:

34 INT. MIB BUILDING - LOCKER ROOM - DAY 34

Like the rest of the place, the MiB locker room is all white. White walls, white floor, white ceiling, white lockers. ZED'S VOICE comes over:

ZED (O.S.)
From now on, you'll dress only in attire specially sanctioned by MiB Special Services.

EDWARDS reaches out and opens a white locker, revealing a BLACK SUIT hung from a hanger in the middle. Above it, on the shelf, a BLACK HAT and a pair of BLACK SUNGLASSES. On the bottom, a pair of SHINY BLACK SHOES.

35 INT. MIB BUILDING - HEADQUARTERS - DAY 35

KAY is at a computer terminal. On screen are Edwards's birth certificate, driver's license, social security card, library card, everything. ZED'S VOICE continues:

ZED (O.S.)
You'll conform to the identity we give you, eat where we tell you, live where we tell you, get approval for any expenditure over a hundred dollars.

36 INT. MIB BUILDING LASER BOOTH - DAY 36*

EDWARDS stands in a cramped white booth. *

He holds both his hands on a TEN-FINGERED KEYPAD, pressing down hard. The pad glows red, a SEARING sound comes from his hands, and he grimaces as more lasers instantly and (not at all) painlessly change his fingerprints. * * * *

ZED (O.S.) *
You will have no identifying marks of any kind. You will not stand out in any way. * * * *

37 INT. MIB BUILDING - HEADQUARTERS - DAY 37

One by one, KAY deletes Edwards's identity cards. *

On the computer screen is Edwards's full name -- JAMES DARREL EDWARDS III. Kay punches a couple keys, and the cursor begins to sweep from right to left, starting to eliminate the right-most letters of Edwards's name. * * * *

ZED (O.S.)
Your entire image is carefully crafted to leave no lasting memory whatsoever with anyone you encounter.

38 INT. MIB BUILDING - LOCKER ROOM - DAY 38

Pants come off the hanger. The white shirt is removed.

More letters are eliminated from his name. It reads "JAMES DARREL ED..." then "JAMES DARR..." *

ZED (O.S.)
You're a rumor, recognizable only as deja vu, and dismissed just as quickly. You don't exist; you were never even born.

The coat is removed. The hat comes off the shelf.

ZED (O.S.)
Anonymity is your name. Silence your native tongue.

"JAMES..." "JAM..."

(CONTINUED)

38 CONTINUED: 38

ZED (O.S.)
You are no longer part of "the system." We're above the system. Over it. Beyond it.

Feet slip into black shoes. A belt is buckled. A tie pushed up.

ZED (O.S.)
We're "them." We're "they."

On screen, all that's left is the letter "J."

As the coat is buttoned, we notice the sleeve. Monogrammed on the cuff is, simply, the letter "J."

ZED (O.S.)
We are the Men in Black.

39 INT. MIB BUILDING - HEADQUARTERS - DAY 39

Looking slick and handsome in his extremely sharp suit, JAMES D. EDWARDS III -- or, rather, JAY -- steps into the doorway from the locker room. He reaches into his pocket, takes out the sunglasses, and looks at KAY.

JAY
The difference between you and me?

He slips on the sunglasses.

JAY (CONT'D)
I can pull this off.

CUT TO:

A39 EXT. NEW JERSEY - EARLY MORNING. A39*

We are looking at a telephoto shot of Manhattan in all it's splendor. *

We see the Orkin van topping a hill, heading towards Manhattan. *

40 INT. MIB BUILDING - ZED'S OFFICE - DAY 40

Zed's office is a circular, windowed room elevated above the main floor of MiB headquarters. JAY and KAY sit across the desk from Zed. There are five video monitors on a wall behind Zed's desk, and on each monitor is another Man in Black, in different parts of the world, the city name and a clock ticking in a corner of the image.

While Zed talks, he goes through paperwork on his desk.

ZED
Okay, let's see.
(to one of the monitors)
Bee, we got the deposed sur-prefect of Sinalee touching down in the forest outside Portland tonight. I'm pulling you down from Anchorage to do a meet and greet.

BEE, an agent on one of the monitors, nods.

BEE
Humanoid?

ZED
You wish. Bring a sponge.
(going through memos)
(MORE)

(CONTINUED)

40 CONTINUED: 40

ZED (cont'd)
What else -- everybody, we gotta keep Rolling Fish-Goat out of the sewer system, he's scaring the rats. And Bobo the Squat wants to reveal himself on "Unsolved

(MORE)

(CONTINUED)

40 CONTINUED: (2) 40

ZED (cont'd)
Mysteries," Tee, make sure he doesn't. *

He turns a page, coming across a red memo. *

ZED (CONT'D)
Red-letter from last night -- we had an unauthorized landing somewhere in upstate New York farm country. Keep your ears open for this one, Kay, we're not hosting a galactic kegger down here.

Next to him, his computer screen BEEPS importantly. Zed looks over at it.

ZED
Well, well, well -- we got a skimmer.

KAY
(to Jay)
Landed alien out of zone.
(to Zed)
Who is it?

ZED
Redgick. He's not cleared to leave Manhattan but he's <u>way</u> out of town right now, stuck in traffic on the New Jersey Turnpike. Why don't you take Jay? This is a good one for him to warm up on.

41 EXT. MIB BUILDING - BATTERY PARK - DAY 41

JAY and KAY come out the front of MiB headquarters.

JAY
Yo, wussup with Zed?
(imitating him)
"Go get em, tiger. We're not hosting an intergalactic kegger..."

KAY
Zed was saving the world before you were born, Son. Show some respect.

An MiB MECHANIC pulls up in Kay's black LTD and hops out, leaving the door open. Jay sizes up the car.

JAY
We got the use of unlimited technology from the entire universe and we cruise around in this?

Kay glares at Jay. He's getting annoyed.

42 INT. MIB LTD - DAY 42

They get in and slam the doors. Kay starts the car and the engine HUMS quietly.

KAY
Seat belt.

JAY
You know, ya'll gotta learn how to talk to people. You could be a little kindler and gentler.

Kay grits his teeth.

KAY
Buckle up, please.

JAY
Now did that hurt?

Kay shifts the car into reverse. The awesome power of the car kicks in and Jay sails forward, THWACKING into the dash. Kay shifts into forward and taps the gas, SLAMMING Jay back into his seat.

KAY
Makin' fun of my ride...

A LIGHTED PANEL rotates into place between the two front seats. Jay's hand falls on a flashing red button in the panel by accident.

(CONTINUED)

42 CONTINUED: 42

KAY
Jay. The button?

JAY
Yeah?

KAY
Never push the button, Jay.

Jay jerks his hand away.

CUT TO:

43 EXT. HIGHWAY - SIDE OF THE ROAD - DAY 43

The LTD is now stopped by the side of the road, dust swirling around it. Ahead of it, another car has pulled over. KAY gets out, JAY follows a moment later, shaky-legged. Kay walks up to the window of the car they've stopped. The DRIVER, a guy in his mid-thirties with a WIFE in her mid-thirties, rolls the window down.

KAY
License and registration, please.

The Driver hands over some documents. Kay flips through them.

KAY (CONT'D)
Other license and registration, please.

The guy digs out two other cards and hands those over. Jay peers over Kay's shoulder.

The photographs on the "RESIDENT ALIEN ID" cards are of two friendly-looking reptile types, husband and wife,

43 CONTINUED: 43

smiling at the camera, their long, skinny tongues dangling in a friendly sort of way.

Kay hands them back.

KAY (CONT'D)
Your resident card has you restricted to the five boroughs only. Where do you think you're going?

REDGICK
It's my wife! She's -- she's -- well, look!

Kay leans down and looks in the window. MRS. REDGICK is in front, MOANING in pain, holding her swollen belly. Kay straightens up, fast.

KAY
Oh God. How soon?

Mrs. Redgick SCREAMS in pain. Real soon. For the first time since we've seen him, Kay is nervous.

KAY (CONT'D)
Okay. All right. No big deal.
(to Jay)
You handle it.

JAY
Me?

KAY
Sure, it's easy, you just sorta -- catch.

Mrs. Redgick SCREAMS again. Redgick gets out of the car, worried.

REDGICK
Are you sure he knows what he's doing?

KAY
Yeah, hell, sure, he does this all the time. C'mon, let him work, Redgick, I wanna ask you something.

Kay gives Jay a supportive SLAP on the back and leads Redgick away, to the rear of the car. Jay stays in the background and opens the rear door, tentatively. He leans down, into the car.

43 CONTINUED: (2) 43

JAY
OH GOD, I SEE IT I SEE IT I SEE IT!!

A few yards from the car, Kay turns Redgick to face him.

KAY
Croagg the Midwife's back on 64th and 8th. You were headed out of town.

REDGICK
Well, we're, uh -- meeting someone.

Suddenly a TENTACLE whips out from between Mrs. Redgick's legs, CRACKS the whip once, and wraps around the door post, grabbing hold.

JAY
OH SWEET JESUS MOTHER OF GOD DID YOU SEE THAT?!

KAY
(still to Redgick)
So? Who you meeting?

REDGICK
Well, it's -- a ship.

KAY
Really? I didn't see a departure clearance for today.

REDGICK
You didn't? Uh, well -- it was an emergency.

Now a SECOND TENTACLE whips out, but this one wraps around Jay's neck and pulls tight. He GASPS, choking.

JAY
GUYS -- GUYS --

KAY
Doin' fine, Ace.
(back to Redgick)
What kind of emergency? What's the rush to get off the planet all of a sudden?

JAY
(choking to death)
HELP?! HELP! HELLO?!

He starts tugging for all he's worth, but the fight is sort of going against him, as the tentacles pull him in even harder than he tries to pull the baby out.

43 CONTINUED: (3) 43

REDGICK
We just don't like the neighborhood anymore. Some of the -- new arrivals.

Redgick looks at Kay, clearly concealing something, but darts his eyes away.

KAY
What new arrivals? This have anything to do with the crasher from last night?

JAY
(screaming)
CAN YOU GUYS DO THIS LATER?!

But in that moment, Jay finally gets a foot up on the door frame, acquires leverage, and RIPS the baby free. He falls, flat on his back in the dirt, the multi-tentacled lizard-like baby resting squarely on his chest.

JAY (CONT'D)
Oh -- oh -- oh -- man.

Kay turns and claps Redgick on the back.

KAY
Congratulations! It's a lizard.

Jay looks down at the creature COOING and nestling on his chest.

JAY
(misty)
Hey, you know, it is sorta-

It vomits on him.

CUT TO:

44 EXT. HIGHWAY - SIDE OF THE ROAD - MIB LTD - DAY 44

Back in the car, JAY wipes the last of the puke off his suit while KAY starts up the car.

KAY
Anything about that seem unusual to you?

Jay just looks at him, very Jack Benny.

44 CONTINUED: 44

JAY
Pick.

KAY
What kind of "new arrival" would scare Redgick so bad that he'd risk a warp jump with a newborn?
(thinks)
Let's check the hot sheets.

CUT TO:

45 EXT. NEWSSTAND - DAY 45

CLOSE ON on various supermarket tabloids as a hand flips through them. There are headlines like "POPE A FATHER!" and "TOP DOCTORS BAFFLED -- BABY BORN PREGNANT!" and "MAN EATS OWN HOUSE!" (the sub-head on that one is "And That's Just the Appetizer, Says Neighbor.") *

KAY and JAY are at a downtown newsstand. Kay is furiously searching through the tabs; Jay is standing behind him, a little embarrassed.

JAY
These are the hot sheets?

Kay pulls a copy of the Weekly World News from the stand and gives the guy a buck.

KAY
Best damn investigative reporting on the planet. But hey, go ahead, read the New York Times if you want. They get lucky sometimes.

JAY
You're actually looking for tips in a supermarket tabloid.

KAY
Not looking for. Found.

He SMACKS the paper down on the hood in front of Jay, the pages turned open to a headline in typeface so large one would think it reserved for the Second Coming:

Farm wife says
"ALIEN STOLE MY HUSBAND'S SKIN!"

CUT TO:

46 EXT. GEM AND JEWELRY STORE - ORKIN VAN - DAY 46

A flap of skin, now getting gray and crusty with age, hangs off of EDGAR's neck as he sits in the front of his Orkin van. He sucks as hard as he possibly can on a straw stuck into a Jolt Cola (Double the Sugar! Triple the Caffeine!), one of a six pack that sits on the dashboard.

Across the street, Edgar sees a short, older man come out of one of the jewelry shops on Thirty-Fifth Street. Edgar drops the soda and stares.

The Older Man (ROSENBERG), is carrying a cat and an ornate rosewood jewelry box. Carefully, he sets the box down and lovingly places the cat on top of it while he locks all five locks on the door to his distinctive shop.

That finished, he picks up the cat, then the box, then waddles off down the street, one under each arm.

Edgar drops the truck into gear and follows him, slowly, trolling along behind him.

ON THE STREET,

Rosenberg walks happily along, HUMMING to himself. He gives his cat a little peck. As he rounds a corner, we recognize the tune he's humming -- "I've Got the Whole World In My Hands."

The Orkin van rounds the corner behind him. Following.

CUT TO:

47 EXT. FARMHOUSE - DAY 47

The LTD pulls to a stop at the end of the driveway that leads to Beatrice's farmhouse, where the alien ship landed. The wrecked pickup truck is still there. JAY and KAY get out, very undercover cop. Jay starts up the driveway.

KAY
Not so fast. Walk up slow.

JAY
Why?

KAY
Part of the routine. Makes it look like we're sizing up the situation. Gives her time to get the wrong impression. *
*

(CONTINUED)

47 CONTINUED: 47

BEATRICE appears in the door to the house, curious.

KAY (CONT'D)
Puts some fear into her. Makes things go smoother.

Beatrice calls to them.

BEATRICE
Can I help you gentlemen?

Beatrice looks much better than the last time we saw her -- more nicely dressed, a touch of makeup, a smile on her face.

Kay pulls a black card from his wallet and extends it to her as she draws close. As she reaches for it, the card reforms into an FBI badge.

KAY
How do you do, ma'am, I'm Special Agent Manheim, this is Agent Black, FBI. Had a few questions about your visitor.

BEATRICE
Are you here to make fun of me too?

KAY
No ma'am. We at the FBI don't have a sense of humor that we're aware of. Mind if we come in?

BEATRICE
Sure. Lemonade?

CUT TO:

48 INT. FARMHOUSE - LIVING ROOM - DAY 48

In the living room, KAY sips some of her lemonade and winces. JAY moves through the room, checking it out as BEATRICE tells her story.

BEATRICE
And <u>they</u> said to me, "If he was murdered, how could he walk back in the house?" And I must admit, I was a little stumped by that one. But I know Edgar. And that wasn't him. It was more like something <u>else</u> that was <u>wearing</u> him. Like a suit. An Edgar suit.

(CONTINUED)

48 CONTINUED: 48

A little GIGGLE escapes her at the thought. Jay, over by a bookcase, notices a framed PHOTO OF EDGAR, kneeling in the woods, proudly about to skin a deer.

JAY
Damn. If he was this ugly before he was an alien ...

BEATRICE
Sorry?

KAY
Go on.

BEATRICE
Anyway, when I came to he was gone.

KAY
Did he say anything?

BEATRICE
Yes! He asked for water. Sugar water, if I remember.

KAY
Sugar water.

JAY
Did you taste her lemonade?

[ALT: Jay points to lemonade.]

Kay nods, puts on his sunglasses. Takes out another pair, hands them to Jay.

48 CONTINUED: (2) 48

Kay draws his neuralyzer. FLASH! Beatrice freezes, staring straight ahead as if hypnotized. Kay takes Jay's glasses off and hands them back to him.

KAY
Ray Bans.
(pulling off Jay's sunglasses)
Okay, Beatrice. There was no alien, and the flash of light you saw in the sky wasn't a UFO. Swamp gas from a weather balloon was trapped in a thermal pocket and refracted the light from Venus --

JAY
Whoa! That thing erases her memory, and you give her a new one?

KAY
Standard issue neuralyzer.

JAY
And that's the best you can come up with? *

KAY *
On a more personal note, Beatrice, * Edgar ran off with on old * girlfriend. Go stay at your * mother's for a few days and get over * it. Decide you're better off. *

JAY
(butting in)
Yeah, and you're better off 'cause he never appreciated you anyway. In fact, you kicked <u>him</u> out, and now that he's gone, you ought to buy some new clothes, maybe hire a decorator or something...

CUT TO:

49 EXT. FARMHOUSE - DAY 49

KAY is in the hole where the ship landed, investigating. He holds a pocket spectral analyzer over a section of scorched earth. The analyzer shifts colors. Red. Then Yellow.

(CONTINUED)

49 CONTINUED: 49

JAY
(from up outside the hole)
Hey. Kay... when am I gonna get one of those memory things?

The spectral analyser turns blue.

KAY
When you're ready.
(re analyser)
Please -- not green.

Purple.

And then green.

Kay closes his eyes and sits back, leaning against the dirt. Above him, JAY leans over, staring down. Kay looks up at him.

KAY (CONT'D)
Do you know what alien life form leaves a green spectral trail?

JAY
Wait -- don't tell me -- that was the question on final Jeopardy last night. *

AT THE CAR,

Kay snatches up the radio handset and keys the microphone.

KAY
(softly, into mic)
Zed, we have a bug. *

49 CONTINUED: (2) 49

He turns off the radio and sighs. Jay stands next to him.

JAY
I'm gonna jump way past you and just guess that this is bad. Right?

KAY
Bugs thrive on carnage, Tiger. They consume, infest and destroy. They live off the death and decay of other species.

JAY
So basically you have a racial problem with all insect-based life forms?

KAY
Listen, kid -- Imagine a giant cockroach five times smarter than Albert Einstein, four times stronger than an ox, nine times meaner than hell, strutting his stuff around Manhattan Island in his brand new Edgar suit. Does that sound like fun?

JAY
What do we do?

KAY
With a bug in town? Watch the morgues.

CUT TO:

50 OMIT 50

51 * EXT. LESHKO'S DINER - DAY 51 *

ROSENBERG, the jewelry store owner, steps out of a cab in the meat packing district, still carrying the ornate box and his beloved cat. He heads into Leshko's, a Russian diner.

51 * CONTINUED: 51 *

A moment later, the Orkin van pulls to a stop across the street.

52 INT. LESHKO'S DINER - DAY 52

ROSENBERG comes into the tiny restaurant, squinting in the relative darkness. At a table in the middle, he sees a man eating alone -- an enormous, dignified, yet profoundly strange-looking man in his mid-fifties.

Rosenberg walks carefully over to the table, but does not sit down. The man (an ARQUILLIAN, and if we're eagle-eyed, we recognize him as the alien on a "diplomatic mission" from passport control) rises from his chair. He steps forward, to face Rosenberg, who sets the ornate box on the table. Immediately, ROSENBERG'S CAT jumps on top of it.

Rosenberg and the Arquillian stare at each other for a long moment --

-- and then embrace each other. The embrace has an odd, formal quality to it, like mafiosi coming to a sit-down. They hold on, long and hard, and both seemed choked with emotion.

Finally, they break apart and take their seats. They speak in a bizarre alien tongue, which is subtitled. Rosenberg wipes away tears.

ROSENBERG
I'm sorry. I was thinking of all the lives laid down in hopes that this day might eventually arrive.

The Arquillian raises a glass of wine in toast.

ARQUILLIAN
To peace. *

Rosenberg drinks to that. The Arquillian looks around and shakes his head.

ARQUILLIAN
(CONT'D)
And to think that after so long, we should come together in a tiny shithole like this.

Rosenberg shrugs.

52 CONTINUED: 52

ROSENBERG
Earth? It's not so bad, once you get used to the smell.

The Arquillian sets down his glass, and an edge creeps back into his voice.

ARQUILLIAN
All right. Where is it?

Rosenberg stiffens, and we see strains of the old tension between these two sides. He pets his cat soothingly, the cat PURRS happily.

ROSENBERG
Please. You've waited this long, at least let me eat.

The Arquillian relaxes.

ARQUILLIAN
Of course. After eons of fighting, what's another fifteen minutes? Enjoy. I have ordered you pirogi.

53 INT. LESHKO'S DINER - KITCHEN - DAY 53

In the kitchen, the Russian COOK slaps two orders of pirogi up on the stainless steel counter --

COOK
Table six is up!

-- and turns away, back to the grill.

A HAND reaches in, takes the plates, and sets them on a tray. We follow the tray, but see only the right arm and aproned midsection of the waiter carrying it. He carries the tray along the counter toward a pair of swinging doors that lead out into the restaurant.

The doors swing in as another WAITER sweeps into the kitchen, and our waiter heads out into the dining area. As the doors swing closed behind him, they reveal storage shelves crammed with bags of rice, cans of stewed tomatoes --

-- and a DEAD WAITER, literally folded in half and stuffed in among the shelves.

54 INT. LESHKO'S DINER - DAY 54

ROSENBERG and the ARQUILLIAN are raising their glasses in toast once again.

ARQUILLIAN
To the return of the Third Galaxy to Arquillian rule.

They CLINK glasses and drink, just as the Waiter arrives. Still, we see only his arms and midsection as he sets the tray on a stand and lifts the plates of pirogi. He carries them to the table and sets them down.

Rosenberg, setting his glass down next to the plate, catches a glimpse of the Waiter's hand --

-- just as an enormous silverfish bug slithers out of the waiter's sleeve and scurries across the table. The glass slips out of Rosenberg's hand, dumping wine all over the table.

He looks up, slowly, and sees the Waiter's face.

It's EDGAR. Another half dozen insects of all variety tumble out of Edgar's sleeves and scurry across the table. Rosenberg and the Arquillian freeze, paralyzed with fear. They seem to know what dire implications Edgar's presence holds.

ROSENBERG
(in English again)
You can kill us both -- but it will not stop the peace.

Edgar smiles.

EDGAR
You're right about one thing.

Suddenly a long STINGER whips out from under the back of Edgar's apron and zips under the table. First Rosenberg and then the Arquillian lurch forward their chairs, their faces contorting in pain.

They both pitch forward, their faces slogging into fresh pirogi.

The stinger SNAPS out from under the table and whips back under Edgar's apron. He moves quickly, searching their pockets, but he doesn't find what he's looking for. The

54 CONTINUED: 54

cat, still perched on top of the ornate box, HISSES at him.

Edgar reaches out and BATS the cat away with one vicious swipe of his hand. The animal HOWLS and flies across the room, landing in a WOMAN's lunch.

The Woman SCREAMS. Now other DINERS' attention is drawn to Edgar's table, where two obviously dead men are being robbed by a waiter. There are SHOUTS of outrage, a few MEN rise out of their seats.

Edgar grabs the ornate box and tries to open it, but finds it locked. With the furor rising around him, he shoves the box under one arm and bolts for the door.

Rosenberg's cat leaps back onto the table and SNARLS at him as he goes.

CUT TO:

55 EXT. LESHKO'S DINER - DAY 55

Later, and the Russian diner is now a crime scene, clustered with COPS and flashing lights. THREE BODIES, now on stretchers and covered with sheets, are being loaded into the back of ambulances.

ROSENBERG'S CAT races out of a UNIFORMED COP's arms and leaps onto one of the stretchers, MEOWING mournfully. The Uniformed Cop turns to a POLICE INSPECTOR who is questioning the WOMAN from the diner.

COP
What am I supposed to do with the cat?

INSPECTOR
I don't know. Send it with the stiff. Let family claim it.

The Cop nods and follows the stretcher with Rosenberg's body into the back of one of the ambulances, allowing the cat to ride on the chest of its dead owner for the time being.

The doors of the wagon SLAM shut.

CUT TO:

56 INT. MORGUE - CORRIDOR - DAY 56

The stretcher with the corpse on it is wheeled down a corridor in police headquarters. ROSENBERG'S CAT, still on his chest, MEOWS curiously as the stretcher approaches

56 CONTINUED: 56

two doors with "City Morgue" written across them. The words split in half as the stretcher BANGS through the doors.

57 INT. MORGUE - DAY 57

The city morgue is a crowded, brightly-lit, tiled place with corpses parked left and right. Busy day in the Apple.

The Cop wheeling the stretcher calls out to the CORONER, who's hunched over another body.

COP
Where do you want contestant number three?

The coroner turns around. It's DR. LAUREL WEAVER, the woman who tried to speak to Jay before. She sighs and waves a hand.

LAUREL
By the wall, I guess.
(noticing)
What's with the cat?

COP
Oh, the cat. There's a problem with the cat. Sign here.

Laurel signs his clipboard.

LAUREL
What's the problem with the cat?

COP
Your problem.

Laurel gives him a dirty look, but he laughs and leaves. She goes over to the stretcher and bends down, petting Rosenberg's cat gently.

LAUREL
Are you having a bad day, baby?
Cheer up.
(of Rosenberg)
His is worse.

She sets the cat aside and wheels the stretcher under the lights.

LAUREL (CONT'D)
Okey-dokey. Shall we?

58 INT. MORGUE - LATER - DAY 58

Laurel is hunched over the corpse, the only light in the room coming from the overhead spot that illuminates her work.

Fascinated by something, she digs deeper. And deeper. And looks up, her face a mixture of alarm and excitement.

LAUREL
Oh, my God.

CUT TO:

59 EXT. MORGUE - NIGHT 59

Kay's LTD pulls up in front of the morgue.

60 INT. MORGUE - CORRIDOR - NIGHT 60

Two men in black suits hurry down the stairs and into the corridor outside the morgue. They hasten down the hallway, their shoes CLICKING in perfect lockstep, headed for those swinging doors at the other end.

JAY and KAY. Men in Black on a mission.

61 INT. MORGUE - NIGHT 61

In the morgue, LAUREL has fallen asleep on her desk, her head in her arms. ROSENBERG'S CAT sits on the desk next to her, licking its paws. Suddenly, the cat looks up, MEOWING urgently.

Laurel looks up and, following the cat's gaze, turns around slowly in her chair. JAY and KAY stand in the doorway, staring at her. Kay steps forward, holding out that black card again. It reforms into another kind of official ID, this time it says "DEPARTMENT OF PUBLIC HEALTH."

LAUREL
(into recorder)
...approximately 112 degrees at time of autopsy, indicating, quite impossibly, a post-mortem <u>increase</u> in body temperature. Examiner attempted to verify result rectally, only to find subject was, uh, without rectum. Which can only be described as... well... as really... *

(CONTINUED)

61 CONTINUED: 61

KAY (O.S.) *
Weird? Dr. Leo Menville, Department *
of Public Health. This is Dr.White. *

She looks up. Jay and Kay are standing there. *

LAUREL
Yeah, well whoever you are, I'm afraid I'm going to need to see some ID.

He hands her his CARTE NOIR, which changes to read "Dr. Menville, Department of Public Health." She hands it back.

LAUREL
(checking her watch)
You boys must not have much of a home life.

61 CONTINUED: (2) 61

KAY
We watch the morgues very carefully. You've got something unusual?

LAUREL
I'd say so -- triple homicide. *

She gets up and goes to the Arquillian's body, which is still out on a table under the lights.

LAUREL (CONT'D)
The first corpse was perfectly normal, except that he was broken in half, but when I opened up the other two -- well, look. * * * *

She throws back a sheet, revealing (to them only, not us) the fully dissected Arquillian. Kay raises an eyebrow; Jay nearly retches.

LAUREL (CONT'D)
There's a skeletal structure at work here unlike anything I've ever seen.

Kay steps past her, going straight to the body. He begins to examine it.

KAY
I'll have a look at this one. Dr. White, why don't you and Dr. Weaver check out the other body? *

LAUREL
This way, Doctor.

Jay and Laurel cross the room, to where ROSENBERG's corpse lies out on another gurney.

LAUREL (CONT'D)
This one's even stranger. I did a full laparotomy. I started with the lesser curvature of the stomach -- though, if you want, we could begin at the gastro-esophageal junction.

JAY
I think, uh, we should start at the same place you did.

LAUREL
All right.

Jay hears a MEOW and looks down. Rosenberg's cat is rubbing up against his leg.

61 CONTINUED: (3) 61

JAY
Your cat?

LAUREL
Guess it is now. Came in with the bodies.

She SNAPS one of her rubber gloves and reaches down (out of frame), sinking her hands into the body as she moves things aside. Just by the look on Jay's face, one can imagine how disgusting it is.

Laurel digs in, up to her elbows. Jay winces. She pulls one bloody glove out, to wipe a strand of hair out of her face. He looks at her --

-- and she winks at him. He's surprised. She laughs.

LAUREL (CONT'D)
Okay. Dive right in. God knows he won't mind.

Jay is reluctant, so she rolls her eyes and helps him, taking him by the hand and guiding him into the thick of the corpse.

LAUREL (CONT'D)
You have very pretty eyes.

JAY
Thank-you, but is this really the time to uh, -- you know, come on to me?

LAUREL
Hey, just walking the dog.
(continuing)
Feel that? Where the piloric junction would be?

JAY
Oh, yes. Exactly.

LAUREL
Now push that aside. Notice anything strange? Stomach? Liver? Lungs?

JAY
Nope. All fine.

61 CONTINUED: (4) 61

LAUREL
Doctor, they're all missing.

JAY
(quickly)
Well, of course they are. What I'm pointing out is that there are no pieces of them left. So they're intact, wherever they are. That we can be sure of.

LAUREL
Have we met before? I have the strangest feeling of deja vu.

JAY
You know, I was just going to ask you the same thing.

Laurel looks at him sideways, skeptical, but also intrigued. She whispers to him. Confiding in him.

LAUREL
Okay. You wanna know what I really think?
(re Kay)
But don't tell that guy. He looks like he's already under enough stress
(then)
This body is not really a body, but it's actually some sort of transport unit for something else altogether. The question is: what?

Jay just looks at her intrigued.

LAUREL
By the way, stop me if I'm freaking you out.

JAY
No, no... not at all.

After a particularly gross GUSHY sound, he looks away, toward her. She's staring at him.

Laurel leans over and lowers her voice, just for him.

LAUREL
You know what I like to do sometimes? When it's really late?

61 CONTINUED: (5) 61

JAY
(freaked out)
No . . .

From the other side of the room, Kay CLEARS HIS THROAT.

JAY (CONT'D)
Excuse me.

He walks across the morgue to Kay, who is still examining the Arquillian. But Jay never takes his eyes off Laurel.

KAY
What do you think?

JAY
(of Laurel)
Very interesting. Got a real Queen of the Undead thing goin' on.

KAY
Of the body.

JAY
Great body.

(CONTINUED)

61 CONTINUED: (6) 61

KAY
The dead body?

JAY *
Not a clue. *

KAY *
Alright. Keep her occupied. Try *
not to sound too dumb. *

ACROSS THE MORGUE,

Laurel is still examining Rosenberg, now bent down next to his head, carefully studying his left ear. She notices something strange, turns, and calls over her shoulder to Jay.

LAUREL
Dr. White. *

Jay, in conversation with Kay, does not respond to what is not his name.

LAUREL (CONT'D)
(louder)
Dr. White. *
(still louder)
Dr. White. *

He still doesn't answer.

LAUREL (CONT'D)
(shouting)
DR. WHITE! *

Kay nudges Jay.

KAY
You're up, Slugger.

Jay turns and races across the room to rejoin her.

LAUREL
Look at this.

Jay leans down. There is strange stitching around the base of Rosenberg's ear.

JAY
What is that?

He reaches out, touches the ear, then he actually turns it. With a soft CLICK --

(CONTINUED)

61 CONTINUED: (7) 61

-- it pulls away from the head. Like a latch.

Jay and Laurel look at each other, astonished. Jay pulls again, and Rosenberg's entire face PUSHES OUT with a mechanical HUM, then HINGES OPEN, the whole face rotating out away from the rest of the artificial skull.

A TINY LITTLE GREEN MAN SITS INSIDE ROSENBERG'S HEAD.

Though not quite dead, the Tiny Little Green Man is gravely wounded. He staggers up out of a small control room inside Rosenberg's head, with gearshifts and viewing screens all around the inside of the skull.

(CONTINUED)

61 CONTINUED: (8) 61

LAUREL
Far -- freaking -- out.

They lean in closer. The Tiny Little Green Man (a BALTIAN) forces words out of his mouth.

BALTIAN
Must -- to pre -- prevent --
(searching for the word)
-- contest? No . . . to prevent --

JAY
It's alright -- What are you trying to say? -- struggle?

LAUREL
War?

The Baltian nods vigorously. That's it.

BALTIAN
(faltering)
Galaxy on -- or -- or -- Orion's --
(thinks)
What is word? Be . . . ?

JAY
Bed? Belt? Orion's Belt?

The Baltian nods again, falls, and dies. Jay and Laurel look at the little dead alien, then at each other.

JAY (CONT'D)
"To prevent war, the galaxy is on Orion's Belt?" The hell does that mean?
(turns around)
Hey! Kay! I mean, Dr., uh, whatever, come here!

Kay begins over. Laurel looks at them.

LAUREL
"Doctor Whatever?" You're not with the Department of Public Health, are you?

Jay shakes his head -- but is now paying more attention to Kay, as he leads him toward the Little Man.

JAY
He's dead.

Kay looks at the mess -- the body, the little dead man.

(CONTINUED)

61 CONTINUED: (9) 61

KAY
Rosenberg. Damn. Good man.

JAY
You knew him?

KAY
One of the few I actually liked. Exiled High Prince.

LAUREL
I was right -- this is an alien life form, and you're from some government agency who wants to keep it under wraps...

Kay and Jay are not paying attention to Laurel.

JAY
He said "to prevent war, the galaxy is on Orion's Belt."

LAUREL
...This make total sense. How else do you explain N.Y. The other night I'm in a cab, this guy...

FLASH! Without even looking at her, Kay whips out his neuralyzer and blanks her out.

KAY
He said there's a galaxy on Orion's Belt? That makes no sense.

JAY
That's what he said.
(to the dazed Laurel)
Didn't he? Right after he --
(realizing)
Oh, for Christ's sake, you did the flashy thing already.

LAUREL
(as if awakening)
Uh, hi, whoever you guys are, I'm afraid I'm going to need to see some ID if you're going to be in the morgue, okay?

KAY
Sure thing, sweetheart. Here you go.

FLASH! He neuralyzes her again. Jay slaps his hand.

61 CONTINUED: (10) 61

JAY
Stop that--

KAY
(to Laurel, ignoring Jay)
Typical day, too much caffeine, get a life.

JAY
--that thing probably gives you brain cancer!

KAY
Never hurt her before.

JAY
"Never hurt her before"?! How many times have you done the flashy thing to this poor woman?!

KAY
(evasive)
Couple.

JAY
Aren't you worried about, you know, long term damage?

KAY
(more evasive)
Little bit.

JAY
What the hell happened to make you such a callous son of a bitch?

KAY
I took this job.

He heads out. Jay follows.

JAY
Hey, you never flashed me with that thing, did you?

KAY
Nah.

A61 EXT. MORGUE - NIGHT A61

Jay and Kay exit the morgue and walk towards their car.

A61 CONTINUED: A61

JAY
Hey Kay, I really think I should be in charge of the flashy memory thing department.

KAY
Not while I'm around, Slim.

JAY
Yeah, well you're a menace with that thing...

An MIB containment vehicle pulls up, and four men dressed in black suits get out.

KAY
(to an MIB Agent)
We've got two dead aliens in there, and a deputy medical coroner in need of a new memory.

CUT TO:

62 EXT. NEW YORK ALLEY - NIGHT 62

The Orkin van is parked in an alleyway somewhere downtown. From inside, throaty WAILS of frustration can be heard. Two PASSERSBY hear the racket and hesitate, wondering if they should get involved.

But an inhuman GROWL rattles the whole van and they wise up, hurrying on their way.

A61 CONTINUED: A61

JAY
Yeah, well you're a menace with that thing...

An MIB containment vehicle pulls up, and four men dressed in black suits get out.

KAY
(to an MIB Agent)
We've got two dead aliens in there, and a deputy medical coroner in need of a new memory.

CUT TO:

62 EXT. NEW YORK ALLEY - NIGHT 62

The Orkin van is parked in an alleyway somewhere downtown. From inside, throaty WAILS of frustration can be heard. Two PASSERSBY hear the racket and hesitate, wondering if they should get involved.

But an inhuman GROWL rattles the whole van and they wise up, hurrying on their way.

63 INT. ORKIN VAN - NEW YORK ALLEY - NIGHT 63

Inside the van, the ornate rosewood box is now battered and scarred, its various locks holding tight against EDGAR's repeated attempts to claw his way into it. Crammed into the back of the van along with his spaceship, Edgar wedges a screwdriver into the thin opening between the top and the rest of the box and SMACKS it with his right fist. Nothing doing.

He BELLOWS in rage and hurls the box against the side of the van, where it finally CRACKS a hinge. Edgar snaps it up, pries the rest of the hinge off with the screwdriver, and wrenches the top off the box.

Inside, there are dozens of precious, glittering diamonds, which he promptly tosses aside as worthless. But the rest of the box is empty.

EDGAR
No. No, NO, NO, **NOOOO**!

He rips the box apart with his bare hands. There's nothing else there.

CUT TO:

A63 EXT. MIB BUILDING -- MAGIC HOUR A63*

As lower Manhattan is waking up, Jay and Kay enter the building.

64 INT. MIB BUILDING - HEADQUARTERS - EARLY MORNING 64

Despite the early hour, the headquarters is going full-blast. The large screen displays the familiar grouping of stars that is the CONSTELLATION ORION.

Jay and Kay hurry in -- Kay peels off to one of the monitors; Jay heads for Zed.

JAY
Doesn't anybody believe in sleep around here?

ZED
The twins keep us on Centaurian time -- a 37 hour day. Give it a few months - you'll get used to it. Or you'll have a psychotic episode. *

He points up at the screen with a laser pencil.

(CONTINUED)

64 CONTINUED: 64

ZED
Here's Orion; the brightest grouping of stars in the northern sky...
(pointing)
and here's Orion's belt --

He indicates the three stars that make up the belt.

JAY
That's what the little guy was talking about, "To prevent war, the galaxy's on Orion's belt..."

ZED
There are no galaxies on Orion's belt. The belt is just these three stars; galaxies are huge, made up of billions of stars.
(switches off the laser pointer)
You heard wrong.

JAY
You're attracted to me, aren't you?

Jay starts to cross over to

ANOTHER MONITOR

where Kay is sitting alone, tie loosened, slightly disheveled. On the screen, the word "SEARCHING" blinks, encouraging patience. The image changes to a satellite view of North America, which quickly zooms in on the southwest.

On screen, the satellite view zooms down to Arizona, then a city, then a neighborhood, then a block, then a back yard. The printout changes to "SUBJECT ACQUIRED."

(CONTINUED)

64 CONTINUED: (2) 64

The image comes into sharp focus on one back yard in particular, where we get a good look at a MIDDLE AGED WOMAN.

SUBJECT: ELIZABETH ANN RESTON
PRESENT LOCATION: RESIDENCE
553 FAIRFIELD AVE./TEMPE/AZ

Whoever Elizabeth Ann Reston is, she's lovely. She's setting a picnic table in her back yard at the moment, unaware that she's being watched by an eye in the sky -- just as Kay is unaware that Jay is standing behind him. *

Jay notices the monitor with the Middle Aged Woman on it. * He looks at Kay's expression, then back at the monitor.

JAY *
Pretty lady...

Kay clicks off the picture of her. Jay drags a chair and * sits down. *

JAY (CONT'D) *
You were the guy with the flowers in - the photo, (the night the aliens * arrived.) [What, you were on your * way to a dance or something and you got lost? And she never got those flowers, did she.] *

Kay doesn't answer, just stares at the screen. Elizabeth looks up, as if she knows she's being watched, but she's just looking at the sky, wondering how many stars'll be out tonight.

JAY (CONT'D)
Grumpy Guy's story comes into focus. She ever get married?

KAY
No.

64 CONTINUED: (3) 64

It's more than Kay can bear. He reaches out and flicks a switch. The monitor goes blank, except for a data screen:

SUBJECT LOST

Kay sits back in the chair and eats a potato chip morosely. Jay looks at him: *"Is this me in thirty years?"* A moment goes by. Finally:

JAY
Well, it's better to have loved and lost than never to have-

KAY
Try it.

ZED (O.S.)
Kay.

Jay and Kay cross back toward the LAD (Landed Alien Display), where each of the thousand or so Aliens who live on earth are represented by a flickering LIGHT.

Some lights are starting to go out.

KAY
(quietly, with dread)
They're leaving.

ZED
We've had twelve jumps in the last hour. Redgick was just the beginning. *

JAY
What do they know that we don't know?

Kay looks to his partner, then to the screen. Another light flickers out.

KAY
Why do rats desert the ship? *
(to the twins)
Go to Lem Sat IV. Put up a forty-field view of Manhattan.

ON THE SCREEN

New York City is just a bright spot of light on the Eastern coast of the United States.

64 CONTINUED: (4) 64

KAY (CONT'D)
Four hundred.

Now there's a view of the earth from space. Nothing unusual.

KAY (CONT'D)
Four thousand.

Now we're looking at earth from far, far away -- and from here we can see something that doesn't belong in this picture.

A BATTLE CRUISER

far off to one side of the earth. The words "LEVEL FOUR" flash in red letters on one side of the map.

KAY (CONT'D)
That's an Arquillian battle cruiser.

ZED *
And we've got a dead Arquillian prince. *

A COMMUNICATION STARTS COMING OVER THE SPEAKERS -- a sound like a cat and mouse caught in a blender. * *

KAY *
Message coming in. *

The communication continues. *

KAY *
Speak of the devil. *

The communication continues. *

JAY
They sound pissed.

ZED *
(to the twins) *
Translate that and step on it! *
(to Kay) *
Meanwhile get down to Rosenberg's store and see what you can turn up. * *

Kay and Jay walk away. *

ZED (CONT'D) *
And Kay -- take a lot of fire power. *

IN THE EQUIPMENT LOCKER *

Kay pulls out an ENORMOUS, MANY-BARRELLED HAND GUN. A small, clear canister sprouts from underneath it, malicious swirling gases visible through its walls. * *

(CONTINUED)

64 CONTINUED: (5) 64

JAY
I like that.

KAY
Series four de-atomizer.

Kay pulls out another weapon, the TINIEST GUN WE'VE EVER SEEN.

KAY (CONT'D)
Here. We call this the "Noisy Cricket."

JAY
You get a series four de-atomizer and I get a "Noisy Cricket?!"
(looks at the gun)
I'm afraid I'm going to break it.

Jay follows Kay out, glancing back to see the huge gun turrets on the Arquillian Battle Cruiser HUM and WHIR as they swing around into position, pointed down at the unwitting planet below.

CUT TO:

65 OMIT 65*

66 OMIT 66*

67 OMIT 67*

68 OMIT 68*

69 OMIT 69*

70 OMIT 70*

71 INT. GEM AND JEWELRY STORE - DAY 71

SMASH! The window in the front door of Rosenberg's jewelry shop collapses in a shower of glass. EDGAR reaches in and fumbles with the locks, undoing them one by one. He gets them all and steps inside. Out the window behind him, we can see his Orkin van, double parked in the street in front.

All the gems and jewels are under glass counters. Edgar starts SMASHING the glass, grabbing great handfuls of jewels and tossing them aside.

Outside, a New York City tow truck pulls up to the front of the Orkin van and starts to hitch up.

Edgar, in his rage, starts to smash anything breakable, even the framed pictures on the walls. He stops at one particular picture, staring intently at it. It's a glamor shot of Rosenberg's cat, provocatively posed on a satin pillow. There are a half dozen more pictures of the cat, some posed with Rosenberg, some by itself. This animal was important to Rosenberg.

From outside, the ROAR of an engine distracts Edgar. He turns around, in time to see the Orkin van lurch as the tow lifts its front wheels off the ground.

72 EXT. GEM AND JEWELRY STORE - DAY 72

EDGAR rushes outside as the tow truck DRIVER gets the van up on the hoist.

EDGAR
That's my truck!

72 CONTINUED: 72

DRIVER
And make sure you tell them that at the impound. *

Edgar reaches into the front seat of the van and pulls out his twelve gauge. He points it at the tow truck Driver. The tow truck driver looks at him with distain, and * pulling back his shirt reveals a mean looking gun. *

DRIVER (CONT'D)
I got worse. *

He keeps hitching up the van. Two pedestrians walk past the dispute, very fast, ignoring the debate, headed right for the shop. We go with them, and realize that it's --

-- JAY and KAY. They stop at the smashed door of the jewelry shop and exchange a glance. Kay pulls a very menacing-looking weapon, nods, and they step inside.

73 INT. GEM AND JEWELRY STORE - DAY 73

They look around and see the recent demolition caused by Edgar. Jay furrows his brow.

JAY
Who robs a jewelry store and leaves the jewels?

KAY
Someone who's not looking for jewels.

Jay moves behind the counter. On the floor is an ornate, empty bowl and a bag of cat food, next to a scrumptious pillow. There are several PHOTOS OF A CAT on the wall.

There is also a pile of BEJEWELED CAT COLLARS. Jay picks up one of the COLLARS, inspects it closely, shaking his head.

JAY
This guy had a serious crush on his cat.

Jay's attention is broken by something through the window. Outside, lumbering straight for the store, is EDGAR.

Jay thinks for a moment - where does he know that face?

Suddenly, Edgar raises his arms, pointing both the farmer's rifle and the driver's shotgun. Before Edgar can shoot, Jay YELLS...

JAY
Kay! GET DOWN!

And then Jay FIRES, shattering the storefront window, and BLOWING UP A CAR on the street. The blast hurls him up and back a good ten feet, SLAMMING him into the wall with tremendous force. Edgar turns and rushes away down the street as Jay picks himself up.

JAY
The bug in the Edgar suit! The ugly redneck from the picture! That's him!

Jay leaps through the broken storefront window and after Edgar.

KAY
(picking himself up)
Damn it.

Kay runs out after Jay.

74 EXT. GEM AND JEWELRY STORE - DAY 74

Edgar doesn't bother sticking around to continue his fight. He jumps behind the wheel of the tow truck, starts it up, and hits the gas. The engine ROARS.

Jay sprints after him, FIRING his noisy cricket. He is thrown back into some pedestrians, while his SHOT...

Hits the rigging between the Orkin Van and the town truck, separating the two. Jay pulls himself up and sprints after the tow truck, but it accelerates too quickly.

Edgar is just about to turn the corner when Jay leaps onto a parked CAR to try and get some height. As Jay prepares to shoot, EDGAR DISAPPEARS AROUND THE CORNER, and a HUGH TRUCK backs into his line of fire.

JAY FIRES, the TRUCK EXPLODES and Jay flies BACKWARDS, hurtling through the air and CRASHING through the window of a car, his rear end right in the woman driver's face.

When Jay looks up, Kay is standing before him. He yanks Jay out of the car.

KAY
We don't discharge our weapons in view of civilians.

JAY
That's why <u>you</u> do not catch Edgar!

KAY
We've got exposure here that needs to be contained...

JAY
Can we drop the cover-up bullshit?! There's an Alien Battle Cruiser that's gonna blow-up the world if we don't...

KAY
There's <u>always</u> an Alien Battle Cruiser...or a Korlian Death Ray, or...an intergalactic plague about to wipe out life on this planet and the only thing that lets people get on with their hopeful little lives is that THEY DON'T KNOW ABOUT IT.

Kay gestures to a group of ONLOOKERS, drawn by the curious blasts from the store. There's smoking rubble everywhere.

(CONTINUED)

74 CONTINUED: 74

JAY
(meekly, to on-lookers)
Just a little swamp gas, folks. Go on with your business.

Jay looks anxiously in the direction that Edgar went as Kay pulls out his cell phone. *

(CONTINUED)

74 CONTINUED: 2 74

KAY (CONT'D)
Don't worry. That bug's not leaving town.

JAY
How do you know? *

Kay gestures to the back of the Orkin van, where Edgar's spaceship is neatly stowed. *

KAY
Because we've got his ship.
(into phone)
Zed, we're gonna need a containment crew down here at McDougal, south of Houston. *

A74 INT. MIB BUILDING - HEADQUARTERS - DAY A74

Back at Men in Black Headquarters, the little lights on the world map which indicate aliens' locations are going out, one by one, about one every five or ten seconds. A WARNING BUZZER is sounding, over and over, and HUMAN STAFFERS are rushing left and right.

ZED is in his office.

ZED
Containment may be a moot point, my friend. The exodus continues. It's like the party's over and the last one to leave gets stuck with the check.

Zed looks down to the vast floor below and sees the four worm guys with suitcases walking across the floor.

KAY (O.S.)
What about the Arquillians?

ZED
We've only translated a part of the message so far: "Deliver the Galaxy."

KAY (O.S.)
Great.

ZED
Oh, it gets better...

He looks up at the screen. On it, A SECOND BATTLE CRUISER has come into view, parked opposite the Arquillians, on the other side of the earth.

(CONTINUED)

A74 CONTINUED: A74

ZED
Another contestant has entered the ring.

B74 EXT. NEW YORK STREET (OUTSIDE GEM & JEWELRY STORE) B74

As Kay puts away his phone, turns to Jay

KAY
Bad news. Got a second hostile in orbit.

JAY
Lemme guess. The little green dude's family.

KAY
Baltians, right.

Kay pulls out a well-worn address book.

KAY (CONT'D)
We need help. Someone with a thorough understanding of galactic politics.
(finding the address)
I just hope he hasn't skipped the planet.

CUT TO:

75 EXT. UPTOWN NEWSSTAND - DAY 75

The tow truck SQUEALS to a halt at a curb. EDGAR gets out and walks away, fast, CURSING under his breath. He rants, livid, thinking hard. As he passes a newsstand, he grabs the NEWS VENDOR by the collar.

EDGAR
Where do you keep your dead?

VENDOR
(thinks)
I don't have any dead.

EDGAR
WHERE?!

VENDOR
I don't know, the city morgue!

Edgar shoves him away roughly. But before he leaves, his eye catches a postcard display marked "LANDMARKS OF THE NEW YORK CITY AREA." Edgar stares, fascinated, but we don't see what he's looking at. He reaches out and picks up a color postcard.

He raises it to his face, thinking, then shoves it in his pocket and hurries off.

CUT TO:

76 OMIT 76

77 EXT. STREET - KEY KIOSK - DAY 77

Kay's LTD SCREECHES to a halt in front of the kiosk on Orchard Street. JAY and KAY leap out and Jay spots the VENDOR, closing up the shop. He's wearing a dirty cardigan, watch cap, and fingerless gloves, his face aquiver with ticks and mannerisms. He has a small dog in front of him.

Jay rolls his eyes as they step up to the counter.

JAY
Of course that guy's an alien. That's gotta be the worst disguise I've ever seen.

A voice answers him, but not the Vendor's.

FRANK THE PUG
You don't like it, you can kiss my furry little butt.

Jay looks down. The voice is coming from the dog. <u>This</u> is FRANK THE PUG. Kay approaches, motioning to Jay to make sure no one hears.

KAY
Closing early, Frank?

FRANK THE PUG
Sorry, Kay, I can't talk right now, my ride's leaving in --

Kay grabs Frank. He yelps like, well, a dog.

KAY
Call the pound. We got a stray.

FRANK THE PUG
Hey! Get your paws off me!

PASSERBYS glare at Kay, who appears to be seriously mistreating this poor little dog. Jay tries to explain.

JAY
The, uh...dog has some information my friend needs.

KAY
(to Frank)
Arquillians and Baltians. What do you know?

(CONTINUED)

77 CONTINUED: 77

FRANK THE PUG
I know they've been fighting since forever over a third galaxy. There was a peace conference, downtown, and the Baltian's were gonna turn over the galaxy. But the bug had other plans.

KAY
(to Jay)
His colony's been living off this war for centuries.

JAY
Ask him about the belt.

KAY
(to Frank)
Rosenberg said something about "Orion's belt". What did he mean?

On the street, ONLOOKERS continue to protest.

JAY
(to the onlookers)
Just arguing politics. Relax.

FRANK THE PUG
Beats me. I heard the galaxy was here.

KAY
Here?

JAY
Millions of stars and planets? I don't get it.

If a dog can smirk, Frank does.

FRANK THE PUG
You humans, when're you gonna learn that size doesn't matter? Just cause something's important, doesn't mean it's not very, very small.

KAY
How small?

FRANK THE PUG
TINY. Like the size of a marble. Or a jewel. Now if you'll excuse me, I need to be walked before the flight.

(CONTINUED)

77 CONTINUED: 2 77

Kay lets go of Frank, turns to Jay, who is lost in thought. *

KAY *
He didn't say belt. *

Kay is confused. *

JAY *
The little green dude. He was trying to *
say something, I thought it was belt, but *
his English wasn't so good. *

KAY *
Maybe he meant something else. *

They are both thinking, hard. *

JAY *
Maybe he meant... *

CUT TO: *

78 (OMIT) 78*

79 INT. MORGUE - DAY 79

In the morgue, LAUREL is working at a desk when suddenly ROSENBERG'S CAT leaps up onto it from nowhere, the way cats do, landing right in the middle of the file she's studying.

Laurel jumps.

LAUREL
Boy, when you want attention -- *

She pets the cat. As she does, the cat's collar shines in the light. Laurel turns the name tag to face her.

CLOSE ON A PRECIOUS JEWEL, AND THE WORD "ORION". *

As it is written across the collar of the cat. *

LAUREL (O.S) *
"Orion." That's a pretty name. *

From out in the corridor, a bell rings -- DING, DING.

Laurel notices something dangling from the cat's collar -- a CIRCULAR ICON of a strange and beautiful metal. The center is * some sort of hardened, translucent material, light green in color.

LAUREL (CONT'D)
What's this? *

She peers into the jewel, and her face washes over with amazement.

80 INT. ICON - DAY 80

It's as if Laurel is sucked into another universe. Her face goes beatifically blank as she sails through a massive starfield, millions of stars, billions of green, verdant planets, all racing by her at the speed of light.

81 INT. MORGUE - DAY 81

LAUREL
Wow. *

Outside, the bell DINGS again. Orion looks up, as if knowing who's out there, and not liking it. She SNARLS at the door and leaps off the desk, scurrying across the lab and disappearing under some equipment.

A81 INT./EXT. LTD - MANHATTAN - DAY A81

Jay and Kay barrel through town.

JAY
So two galaxies have been fighting for years. And the only people who've been benefiting are a race of creatures called bugs. Then the two galaxies decide to make peace...and the bugs send this guy down to make sure the fighting never stops.

KAY
By killing the emissaries, and stealing the galaxy they've been fighting about.

JAY
And if we don't get it back before he leaves the planet...we're history.

KAY
We're not even history. 'Cause history implies there's someone around to remember it.

82 INT. MORGUE - CORRIDOR - DAY 82

On a counter in the morgue corridor, a gray, peeling hand BANGS on a bell on a countertop, over and over. The hand belongs to EDGAR, who is carrying his shotgun, concealing it behind one leg.

The morgue attendant, TONY, emerges from a small security cage carrying a worn paperback copy of "Atlas Shrugged" and a fly swatter.

TONY
Thank you for making sure the bell works.

(CONTINUED)

82 CONTINUED: 82

Suddenly, quick as a gunfighter, Tony SNAPS the fly swatter down on a BUZZING FLY. Edgar winces.

TONY (CONT'D)
(to Edgar)
What's up, Farmer John?

EDGAR
A man came in here earlier. A dead man.

TONY
And this means what to me?

EDGAR
He was a very dear friend of mine. And I believe he had an animal with him. A gift I gave him, a pet cat that means worlds to me. I would like it back.

TONY
I'll need a picture ID, written proof of ownership of the cat, or notarized proof of kinship with --

WHACK! Tony flicks the fly swatter again, sending another bug to meet its maker. Edgar grits his teeth.

TONY (CONT'D)
-- the deceased.

EDGAR
Don't -- do that.

WHACK! Still another fly goes down.

TONY
Do what?

Tony looks down, to where Edgar's hands rest on the counter. Half a dozen cockroaches stream out of his sleeve.

TONY (CONT'D)
Shit!

He ducks under the counter --

-- and comes up with a can of Raid. Edgar's eyes bug out.

CUT TO:

83 EXT. MORGUE - DAY 83

Kay's LTD pulls to a stop in front of the morgue and JAY and KAY jump out.

JAY
I'll handle this one, you wait outside.

KAY
What the hell for?

JAY
Because all we have to do is walk in and get a cat, it's not that hard. But if you go in, you're gonna lay your Jack Webb on her and flash your brain ray in her face and she's gonna end up with leukemia or some shit. The woman's a doctor, she doesn't need you erasing half her med school classes. Take me five minutes.

And he continues into the morgue, leaving Kay waiting outside.

KAY
Two minutes!

84 INT. MORGUE - DAY 84

LAUREL SLAMS into a wall on one side of the morgue, thrown there by EDGAR. He leans in, close, furious.

EDGAR
Where is the animal?!

LAUREL
I told you, I don't know, it ran under some equipment! Over there.

EDGAR
GET it!

He grabs her roughly and drags her across the morgue, toward the equipment she pointed to. As they draw close, ORION the cat bolts from underneath it, races between their legs, and leapfrogs over several small cabinets, landing on top of a very tall one with only six inches clearance between it and the ceiling. A very tough hiding place.

84 CONTINUED: 84

Edgar just starts to turn when they hear the BELL and a VOICE from the corridor outside.

JAY (O.S.)
Hello? Anybody here?

Edgar looks up at the cat's hiding place. No time to get it. The bell DINGS again.

JAY (O.S.)
Hello?

Roughly, Edgar pulls Laurel close and puts a finger to his lips -- "SHHHHHHH."

85 INT. MORGUE - CORRIDOR - DAY 85

In the corridor, JAY looks around. No Tony, no answer to the bell. He DINGS once more, then heads into the back.

86 INT. MORGUE - DAY 86

JAY comes into the morgue. LAUREL is in there, standing right up next to an examination table, but there is no corpse on the table, just a sheet draped over it. She just stands there, in the middle of the room, staring at Jay.

JAY
Uh, hi.

LAUREL
(oddly)
Hello.

JAY
(flashes a badge)
I'm Sergeant Friday, from the Twenty-Sixth precinct. They brought a cat in here with a corpse the other day, might have said "Orion" on the cat's name tag?

LAUREL
Yes. That's right.

JAY
Right, well, the cat is, uh -- the cat's a witness in a murder case and I'm going to need to take it with me.

86 CONTINUED: 86

LAUREL
I don't know where the cat is at the moment.

JAY
You don't?

LAUREL
No.
(lowers her voice to a whisper)
Maybe you could take me with you instead.

Jay looks at her.

JAY
Excuse me?

LAUREL
I said, maybe you could take me with you instead.

JAY
Damn, you do start fast, don't you?

LAUREL
I'd really like to go with you. Now.

Jay just looks at her, amazed at the power he seems to have over this woman. He looks over his shoulder, to make sure he has a few more seconds alone.

JAY
And, uh, why exactly is that?

Laurel rolls her eyes. She seems irritated with him, but it doesn't go with what she's saying.

LAUREL
I just do.

87 INT. MORGUE - CORRIDOR - DAY 87

KAY comes down the stairs and into the morgue corridor. He checks his watch, then leans against the counter and pulls out a pack of cigarettes. Waiting.

88 INT. MORGUE - DAY 88

Jay is thoroughly enjoying himself, but Laurel seems to be going crazy.

LAUREL
I have something I need to show you.

She looks down, pointedly, in the direction of her waist.

JAY
Now slow down, you don't have to hit the gas like that.

She leans in and lowers her voice.

LAUREL
You don't understand. You really need to see this.

JAY
And I will. But we gotta get something straight here -- I'm gonna drive. It's not some kind of macho trip, it's just the way I'm used to doing things, okay?

89 INT. MORGUE - CORRIDOR - DAY 89

Ray pulls out a box of matches and strikes one on the side. He raises it to his cigarette, but as it draws close, the match goes out with a sharp SIZZLE.

Ray furrows his brow. Odd.

90 INT. MORGUE - DAY 90

Laurel is at the end of her rope.

LAUREL
Look, Stud, I don't know how many more times I'm going to get to tell you this. There's something --

She points, sharply, at the examination table directly in front of her.

LAUREL (CONT'D)
-- that you have to help me with.

90 CONTINUED: 90

Jay's smile vanishes and his jaw drops as he figures it out. He starts to reach for his gun.

91 INT. MORGUE - CORRIDOR - DAY 91

Kay raises another lit match to his cigarette, but as this one gets close, a BIG GLOB OF GOO drops from the ceiling and onto the match, dousing the flame.

Kay looks up, sharply.

Above him, TONY, the counter guy, is stuck to one high corner of the ceiling by an enormous wad of viscous, dripping fluid. He's dead, a frozen look of terror on his face and the can of Raid still clutched in his hand.

From inside the morgue, Laurel SCREAMS.

92 INT. MORGUE - DAY 92

Kay races into the morgue just as the examination table EXPLODES into the air, revealing EDGAR, who was hiding beneath it.

Now everything happens at once. Jay leaps back and draws the Noisy Cricket, Kay pulls out his series four de-atomizer, and Edgar holds his shotgun under Laurel's chin, using her body to shield his own.

KAY
FREEZE IT, BUG!!

JAY
DON'T SHOOT! DON'T SHOOT!

LAUREL
(to Jay)
CHRIST, YOU ARE THICK!

JAY
HOW WAS I SUPPOSED TO KNOW!?!

LAUREL
WHAT DID I HAVE TO DO, SING IT FOR YOU!?!

JAY
MAYBE IF YOU DIDN'T COME ON LIKE A DRUNKEN PROM DATE!

LAUREL
OH, THAT'S SO TYPICAL, ANY TIME A WOMAN SHOWS THE SLIGHTEST HINT OF SEXUAL INDEPENDENCE, MEN JUST-

92 CONTINUED: 92

EDGAR
EVERYBODY SHUT UP!

KAY
Let her go, Shit Eater.

EDGAR
Listen, Monkey Boy, I may have to take that kind of talk in my end of the universe, but compared to you humans, I'm the top rung on the evolutionary ladder, SO CAN IT. ALL RIGHT?!

KAY
You're breakin' my heart. Move six inches to your left and I'll solve all your problems.

ORION the cat suddenly attacks, leaping off the top of the cabinet and landing on Edgar, HISSING and scratching and clawing for all she's worth. Edgar snaps an arm up and whips her off. The cat squirms in his arm, the icon jangling. Edgar grabs the icon, holds onto it, and flings the cat away, across the morgue. The icon comes free, remaining in his hand.

He drops it into his mouth and swallows. He shoves the gun hard against Laurel's cheek.

EDGAR
That's better. Now put down your weapons. We're leaving.

Kay freezes, teeth clenched, gun still in front of him. Standoff.

92 CONTINUED: 2 92

EDGAR (CONT'D)
Have you ever pulled the wings off a fly?

Edgar cranks one of Laurel's arms behind her back, hard, and she CRIES OUT in pain.

EDGAR (CONT'D)
Would you care to see the fly get even?

KAY
How far you think you'll get without your ship? If that's what you call that hunk of space crap we've got back at our office.

EDGAR
PUT THE WEAPONS DOWN!

KAY
Never gonna happen, Insect.

Edgar backs away with Laurel, further into the morgue, toward a glass window that looks out at the base of an air shaft. Jay and Kay advance, slowly, cornering him.

JAY
It's okay, Laurel!

LAUREL
HOW IS IT OKAY?!

JAY
I mean it's going to be okay!

EDGAR
Don't bet on it, meat sack.

And with that he turns, leaps --

-- and CRASHES right through the window, into the air shaft.

93 EXT. MORGUE (SIDE STREET) - DUSK 93*

EDGAR, still clutching LAUREL, EXPLODES up over a railing. *

Nobody looks twice as Edgar, dragging Laurel (with his arm over her mouth), races toward the nearby busy Manhattan Street. * *

94 INT. MORGUE - AIR SHAFT - DUSK 94

Jay and Kay duck into the air shaft and look up -- too far to climb, and the walls are smooth anyway.

KAY
Damn it!

They turn and run out of the morgue.

A94 EXT. THE NEARBY BUSY MANHATTAN STREET - DUSK A94

EDGAR, with LAUREL, RUNS right in front of a CAB, which screeches to a halt inches from them. The CABBIE sticks his head out and YELLS something in an unknown language. And KEEPS yelling as --

Edgar reaches through the passenger side and pulls the Cabbie out the door (cigarette and wooden seat-beads and all).

The Cab Driver is still yelling as Edgar leaps in, pushing Laurel in before him, leaving her behind the wheel.

He removes a POSTCARD -- the one he took from the display on the newsstand.

EDGAR
Take me here.

LAUREL
What???

Edgar just cranks the car into gear -- opening his mouth and swallowing the icon -- and in so doing revealing a TRIPLE ROW OF SERRATED BUG-TEETH, he SLAMS HIS FOOT on the gas pedal.

Laurel's head snaps back as the car rocks forward. She has no choice, but to grab the wheel and start steering as --

The car screeches out into traffic, swerving wildly as Laurel is forced to make a 90 degree turn. The car fishtails wildly, swiping an oncoming car as it straightens and heads into the traffic.

The furious Cab Driver runs off after it, still yelling as he disappears around the corner

A second later, KAY and JAY rush out into the street. The cab is nowhere to be seen. Jay runs into the street, noticing the wooden beads, the ripped pine-scented green deodorizer, and the still burning cigarette.

JAY
They're in a cab.

(CONTINUED)

A94 CONTINUED: A94

And Jay starts running down the street, where DOZENS of cabs are waiting at the intersection. He's running from cab to cab, pounding on windows, scaring the living shit out of people --

JAY
Hey! Laurel!? Hey!

-- but Laurel and Edgar are nowhere to be found. Up ahead the light turns green and the tide of taxis wash away, leaving Jay on the street. He turns as a car screeches up behind him, its headlights shining in his eyes. As it gets closer, Jay sees it's Kay in the LTD.

KAY
Stop wasting time. He's not getting off the planet in a cab.

95 OMITTED 95*

CUT TO:

96 INT. MIB BUILDING - HEADQUARTERS - NIGHT 96

Jay and Kay rush in from the door under the World's Fair mural, and head toward the main display screen; all around them, the MIB staffers are in frenetic activity in response to the threat from above.

KAY
(to a tech at a desk)
Initiate a bio-net at all tunnels, bridges and toll booths; if it's not human, it's not leaving the island.

As they approach Zed at the main console:

KAY (CONT'D)
What've we got from our friends upstairs?

ZED
Same thing, both sides: they keep repeating the same message: "Deliver the galaxy."

KAY
Yeah, well the bug's got the galaxy, but we've got his ship. I need the SLV console, run a full continental search for --

Just then, a loud ALARM wails.

AT THE MAIN VIEWING SCREEN,

(CONTINUED)

96 CONTINUED: 96

A RED LINE shoots out from the Arquillian ship, headed straight at the Baltian ship.

The red line streaks across the screen, headed for the Baltian ship, but the earth happens to be in between them. The line hits the planet and we cut very hard to --

97 EXT. NORTH SEA - NIGHT 97

-- the middle of the North Sea on a freezing cold moonlit night. A red beam streaks out of the sky and touches the ocean, which EXPLODES in a shower of water droplets that rises half a mile into the air. Back to --

98 INT. MIB BUILDING - HEADQUARTERS - NIGHT 98

-- headquarters, where the ALARM SIGNALS are deafening now.

JAY
That can't be good. *

Now another red beam streaks across the screen, this one emanating from the Baltian ship and headed straight for the Arquillian ship, but, wouldn't you know it, poor Earth is right in between again and it's another one of those shocking cuts, this one to --

99 EXT. GOBI DESERT - DAY 99

-- the Gobi Desert, baking in mid-afternoon. The Baltians' red beam strikes from the sky like the hammer of God, detonating the lonely, burning desert floor in a tremendous pillar of sand and flame. Back to --

100 INT. MIB BUILDING - HEADQUARTERS - NIGHT 100

-- headquarters, where every bell, whistle and light imaginable is going off.

JAY
WHAT THE HELL ARE THEY SHOOTING AT US FOR?!

ZED
Andromeda Convention protocol! They each get one shot, then they hunker down to try to come to terms.

(CONTINUED)

100 CONTINUED: 100

JAY
Just how much hunkering do they do before it's open season? *

KAY
One hour.

JAY *
Then what? They start gunning it out with us in the line of fire? Why can't they settle this in their own damn galaxy? * * * * *

ZED *
The treaty requires the antagonists to meet in a part of the universe devoid of intelligent life forms. * * * *

JAY *
You're talking about US! *

ZED *
Sucks, doesn't it? Why don't you go get a cup of coffee and think about the cosmic injustice of it all. * * * *

KAY
Pull up the locations of all land-based inter-stellar vehicles.

ZED
Already did. Frank the Pug took the last ship on the planet. *

(CONTINUED)

100 CONTINUED: (2) 100

As Kay and Zed watch as the machine scrolls through the data, Jay walks back towards the center of the room, deep in thought. Over him we hear: *

KAY
Atlantic City? *

ZED
Gone.

KAY
That landfill on the Jersey Shore? *

ZED
Gone.

JAY
Uh, gentlemen.

KAY
Epcot? *

ZED
Gone.

KAY
Miami Beach? *

ZED
Gone.

JAY
Fellas.

KAY
Hartford? *

ZED
Gone, thank God. *

JAY
Hey. Old guys.

Kay and Zed both look up at once, scowling.

JAY (CONT'D)
Do those still work?

(CONTINUED)

100 CONTINUED: (3) 100

They follow his gaze, up, over the computer terminals. There, on the wall in front of them, where it has loomed for the entire movie, is the enormous mural of the 1964 World's Fair grounds. Most prominent in the mural are two tall towers that rise dramatically from the ground, topped by --

-- the two flying saucers from the very first alien contact. As they stand there, wide-eyed, staring at it, we --

DISSOLVE TO:

101 EXT. WORLD'S FAIR - NIGHT 101

-- the real-live twin towers on the actual fairgrounds in Flushing Meadows. A taxi SCREECHES to a halt at the edge of a fence a hundred yards away. EDGAR shoves LAUREL out through the driver's door and follows behind her, still holding his weapon on her.

EDGAR
You're coming with me.

LAUREL
What?! Why?!

EDGAR
It's a long trip. I'll need a snack.

And he shoves her ahead of him, off in the direction of the space ships.

Behind him, abandoned on the front seat of the cab, we finally see the front of the postcard he's been carrying around. "FLUSHING MEADOWS, SITE OF THE 1964 WORLD'S FAIR," it says, with a distinctive photograph of the spaceships.

So that's how he knew.

CUT TO:

102 EXT. COLUMBUS CIRCLE - NIGHT 102

Nighttime now, and the city hums along, just another Thursday night. The clock in Columbus Circle says it's 7:45.

103 EXT. SIXTH AVENUE - NIGHT 103

TV's in the window of an appliance store show a rerun of "Cheers." PEOPLE laugh.

104 EXT. TIMES SQUARE - NIGHT 104

The news ticker in Times Square announces the latest shattering news:

RAIN LIKELY -- TEMPS DROP TO 60'S

EARTHLINGS pass left and right, blissfully unaware of their impending doom.

CUT TO:

105 EXT. MIB BUILDING - NIGHT 105

KAY and JAY leap into Kay's LTD and SLAM the doors. Kay jams the key in the ignition, the car ROARS to life, and he turns to Jay.

KAY
Whaddya say we bag us some bug?

He hits the gas and the car ROCKETS away from the curb.

106 EXT. CITY STREETS - NIGHT 106

The LTD tears through the city.

107 INT. MIB LTD - TRAVELING - NIGHT 107

Kay turns sharply to the right, SMACKING Jay around. Looking up ahead, he sees the entrance to the midtown tunnel. *

JAY
You're taking the tunnel?!

107 CONTINUED: 107

KAY
You know a better way to Queens?

JAY
It's usually jammed?! *

108 EXT. MIDTOWN TUNNEL - NIGHT 108

The LTD races through the tunnel at top speed. It's clear driving for a few seconds, but then they round a bend --

-- and there's a traffic jam up ahead.

109 INT. MIB LTD - TRAVELING - NIGHT 109

Kay approaches the line of cars at top speed, with no intention of slowing down. Jay, terrified, holds on for dear life.

JAY *
I told you! *

KAY
Jay. The button?

JAY
Yeah?!

KAY
Push the button, Jay.

A LIGHTED PANEL rotates into place between the two front * seats, and that red button flashes underneath its plastic * shield again. Jay flips back the plastic cover and JAMS * his finger down on the red flashing button.

KAY (CONT'D)
And you may want to throw on a seat belt.

110 EXT. MIDTOWN TUNNEL - MIB LTD - NIGHT 110

As the LTD rockets toward the traffic jam up ahead, it begins to evolve, its shape actually changing. The sides and back extend as some sort of endoskeleton pushes the "normal" panels out. It becomes a larger, wirier machine, held together by an elaborate series of mechanical muscles and metallic tendons.

Kay's car hurtles toward certain death in the traffic jam, but at the last possible moment it swerves off to the side, a SUCKING SOUND coming from underneath it.

110 CONTINUED: 110

Instead of banging off the wall of the tunnel, the LTD actually clings to it. It swerves up, onto the wall and hangs there, racing by the traffic below.

It keeps going, turning all the way over and driving upside down, wheels clinging to the roof of the tunnel.

111 INT. MIB LTD - TRAVELING - NIGHT 111

Jay falls from his seat with a CLUNK, onto the upside-down ceiling of the car. Balled up on the back of his neck, he peers out the window as they tear through the tunnel, ZOOMING over the bottlenecked traffic underneath.

As they race through the tunnel, they have a minute to kill.

KAY
Mind if I smoke?

JAY
WHAT?!?

KAY
In the car, I mean.

JAY
I DON'T CARE!!

KAY
Hey, just a common courtesy. It bothers some people if you smoke in a car.

He lights a cigarette and blows the smoke out leisurely, one hand on the wheel, just waiting out the tunnel. Jay gives up struggling to right himself and closes his eyes, suffering through this.

112 EXT. MIB LTD - TRAVELING - NIGHT 112

From outside the car, we watch it rocket along on the roof of the tunnel. We can hear KAY'S VOICE as he goes on. And on.

KAY
Yeah, it's harder and harder to smoke anywhere these days. Hell, I suppose I should quit. I've tried. Never took, though. I'm beginning to think I lack self-control.

112 CONTINUED: 112

And they disappear out the other end of the tunnel --

113 INT. MIB LTD - TRAVELING - NIGHT 113

-- and flip over, BANGING back down onto the road on the other side. Jay falls off the ceiling and SLAMS into his seat.

KAY
Well, back to work.

He flips his cigarette out the window and cranks the wheel to the left.

114 EXT. MIDTOWN TUNNEL - TOLL BOOTH - NIGHT 114

Approaching a toll booth, the LTD shoots across nine lanes of traffic and through the only open booth, SHATTERING the gate. Traveling at about two hundred miles an hour, Kay nonchalantly flips a token out the window --

-- and it CHINKS in the basket as their taillights disappear.

CUT TO:

115 EXT. WORLD'S FAIR - LANDING TOWER - NIGHT 115

EDGAR climbs the outside of the landing tower of one of the space ships, pushing LAUREL up ahead of him, headed for the saucer at the top.

LAUREL
Come on, let me go, you don't want to eat me. I'm a very important person on my planet. Like a queen. A goddess, even. There are those who worship me, yes. I'm not trying to impress you with this, I'm just letting you know. It could start a war.

EDGAR
Good. War means food for my family, all seventy-eight million of them. That's a lot of mouths to feed, your highness.

LAUREL
You're a wonderful dad.

(CONTINUED)

115 CONTINUED: 115

And with that she KICKS him squarely in the face. He reels, momentarily losing his grip on her. She takes advantage of the moment and FLINGS HERSELF out, into the air.

Edgar flails, but she is beyond his reach. She sails, tumbling through the air --

-- and lands in the branches of a tree. She hits hard, the branches rattling, and reaches out and hangs on for dear life, high above the ground.

On the tower, Edgar just keeps climbing.

116 EXT. WORLD'S FAIR - NIGHT 116

Over at the fence, the LTD comes to a looooong, skidding stop at the fairgrounds.

AT THE TRUNK,

JAY and KAY flip open the trunk and scarf up whatever weapons look most dangerous. Kay grabs a black box, UNSNAPS a row of latches, and opens it, revealing --

-- the most wicked-looking shotgun on the planet.

Three feet long, triple-barreled, over and under and under, plus a pump action reloader on top of a storage clip for a dozen more shells. The shells themselves are solid, glistening like polished steel. Kay loads up the clip.

JAY
You know how to work that?

Kay pumps it once, with extreme confidence.

KAY
No idea whatsoever.

He SLAMS the trunk, revealing the flying saucers sitting atop their columns in the distance.

KAY (CONT'D)
Let's bag us some bug.

As if on cue, one of the saucers begins to HUM. Then it starts to spin, faster and faster. The ship begins to rise.

JAY
Oh, shit.

117 EXT. WORLD'S FAIR - TREE - NIGHT 117*

Laurel sits in her tree, watching with amazement. *

118 EXT. SHEA STADIUM - NIGHT 118

At Shea Stadium, a Mets game is in progress. Behind the home plate side, the flying saucer silently rises up in the night sky, plainly visible.

But at that very moment, the batter CRACKS into a fastball, hard. The crowd rises to its feet, SHOUTING, staring out at center field, where the ball is headed.

All eyes in the house are on the Mets' CENTER FIELDER, except for his eyes, which are on the flying saucer behind home plate. His eyes widen, his jaw drops --

-- and the catchable ball sails over his head, THUDDING into the wall behind him. The crowd BOOS viciously.

119 EXT. WORLD'S FAIR - NIGHT 119

Kay raises the weapon he took from the trunk; looks over at Jay.

KAY
Set it to pulsar level five, sub- *
scnic implosion factor-- *

JAY *
What? *

KAY *
Press the little green button, on *
three. *

Jay raises his weapon; they press their green buttons. *

KAY (CONT'D) *
One... two...

They pull their triggers.

For a moment, nothing happens, as if it were a misfire. But then, there is a VACUUM WHUMP, like all the air in the immediate area being sucked into a space the size of a dime, and a tremendous shock wave rolls out from the barrel of the guns. *

Jay and Kay are sucked to the ground by the bizarre force, THUDDING to their stomachs like magnets to a refrigerator.

120 OMIT 120

A120 EXT. WORLD'S FAIR - NIGHT A120

The shock waves wrinkle across the open space between them and the ship, then it HITS the ship --

-- and it too is sucked back down. Hurtling back toward them.

B120 EXT. LAUREL'S TREE - NIGHT B120*

She flinches as the flying saucer shoots overhead.

121 EXT. WORLD'S FAIR - NIGHT 121*

The saucer CRASHES through the Unisphere, an enormous steel globe, and THUDS to the earth, CRASHING through brush, dirt and rock...

Jay and Kay come to their feet...

In front of them, the dust clears... Trees uprooted, stones and dirt thrown everywhere... a dumpster has been cast to their left...

And the saucer is there, embedded in the earth, tipped off-kilter in a mound of debris...

A hatch comes up... revealing Edgar, walking slowly toward them, with contained fury.

EDGAR
You don't get it. I've won. It's over.

KAY
You are under arrest for violating number 4-1-53 of Tycho accord. Please hand any galaxy you might be carrying.

EDGAR
You milk-suckers! You don't matter! In a few seconds you won't even be matter!

JAY
Move away from the vehicle and put your hands on your head.

(CONTINUED)

121 CONTINUED: 121

He pumps the gun for emphasis. *

EDGAR
Put my hands on my head?

Edgar stares at him. Then flexes his arms, still encased in flesh. His giant pincers RIP free of the rotting skin.

He extends both pincers to the sides, and, my God, his reach must be twelve feet across.

Now the skin and clothes on Edgar's legs begins to CRACK and SHRED. They BURST APART, revealing two hideous, doubled-over insect legs. The bug raises himself aloft on his legs.

He sucks in a deep breath of air, and now the rest of the Edgar suit goes the way of the arms and legs. The torso EXPLODES in great rendering of cloth and skin, and finally

Edgar's head simply BURSTS apart, SPATTERING against the walls. Edgar now reveals himself as he really is: A hairy, bug-like exoskeleton, a scaly tail with a long stinger, a head like a cobra with elliptical eyes and a small nose, and two horse-like feet with three toes each.

He raises his pincers in the air, resting them on his head. The GALAXY hangs on a chain around his neck.

BUG
Like this?

Kay and Jay pump their guns and aims at the Bug. *

Suddenly the Bug SPITS. And a HUGE, SLIMY WAD OF GOO shoots from him and engulfs both shotguns. The Bug snorts it back, tearing them from Jay and Kay's grasp, then swallowing them.

Jay and Kay have only a second to react before -- *

The Bug SWIPES at them with the back of his clawed hand , * like, someone brushing aside a gnat -- and SENDS THEM * FLYING FIFTEEN FEET IN THE AIR. *

A121 EXT. LAUREL'S TREE - NIGHT A121*

She flinches as she sees them hit the ground. She starts * to climb the tree. *

B121 EXT. WORLD'S FAIR - NIGHT B121*

Jay and Kay hit the ground with loud grunts. *

JAY
That did not go at all like I planned.

They look up to see the Bug moving for the second tower -- and the second flying saucer. Kay gets to his feet. * *

KAY
This guy's really starting to bug me. * *

Kay starts walking after the Bug.

KAY * *
Whatever happens Jay, don't let him get on that ship. * *

JAY
What are you doing? *

KAY
Getting my gun back.

(CONTINUED)

B121 CONTINUED: B121

JAY
What!?

Kay steps forward and yells at the departing Bug.

KAY
Hey, Bug!

The Bug just keeps moving toward the ladder.

KAY (CONT'D)
I'm talking to you, Bug! You know how many of your kind I've swatted with a newspaper?

The Bug turns toward Kay. Kay steps up to him, the small human facing off against the giant alien bug.

122 OMIT 122*

123 OMIT 123*

124 EXT. LAUREL'S TREE - NIGHT 124*

She quietly makes it to the ground -- hurries off to the darkness of the woods. *

125 EXT. WORLD'S FAIR - ON JAY AND THE BUG - NIGHT 125*

Kay has himself right in the Bug's face, its dripping fangs inches from Kay's face. *

KAY *
You're just a smear on the sports *
page to me, you slimy, gut-sucking *
intestinal parasite! Eat me! *

The Bug reacts -- cranks open its massive jaws with a deafening HISS, lunges forward, and sucks Kay into his mouth. *

The Bug straightens up to its full height and throws his head back. Kay slides down the Bug's throat, bending it sideways as he kicks and SCREAMS his way down into its abdomen. *

JAY looks on, in stunned horror... *

AS THE BUG TURNS TO JAY AND STRETCHES TO ITS FULL HEIGHT and lets loose a HIDEOUS SCREAMING HOWL OF TRIUMPH. *

126 EXT. WOODS - NIGHT 126*

Laurel is still watching. *

127 EXT. WORLD'S FAIR - ON JAY AND THE BUG - NIGHT 127

Jay watches as the Bug continues it's HOWL OF TRIUMPH... He feels totally defeated. But... *

He can hardly believe his eyes as he looks down at the bug's stomach... * *

CLOSE ON BUG'S STOMACH.

Through the leathery pouch of the Bug's stomach, we can just make out the distended outline of the two atomizers... and just a few inches from it, a HUMAN HAND twists and turns, reaching toward the gun... KAY! * * *

A127 INT. BUG - NIGHT A127*

Kay, swimming in the Bug's intestinal fluid, tries to make his way to the gun. Holding his breath. Eyes stinging. * *

B127 EXT. WORLD'S FAIR - NIGHT B127*

Jay knows what he has to do. He picks up a good-sized chunk of concrete dislodged by the crashing saucer and hurls it at the Bug. * * *

JAY
Hey! Come over here and try that! *

The concrete THUNKS off the Bug's shell -- he doesn't seem to notice; just keeps moving. * *

Jay picks up a twisted metal pole and runs at the Bug. *

JAY *
Stop right there, or I'll start *
wailing on your waxy, pointed ass! *

Jay starts pounding on the Bug with the metal pole. *

C127 INT. BUG - NIGHT C127*

Kay <u>almost</u> has his fingers around the stock of the gun -- The POUNDING on the outside distracts him and he turns -- the gun shifts away. * * *

D127 EXT. WORLD'S FAIR - NIGHT D127*

The Bug grabs the metal pole and yanks it out of Jay's hands. He swings at Jay -- Jay dodges the blow and falls to the grass. *

The Bug slices down with razor sharp claws at Jay -- *

-- Jay rolls out of the way, just as the mean-looking claws dig into the grass. *

Jay rolls right underneath the Bug's legs. His hand falls on something in the grass -- another piece of debris, a sharp metal spike, gleaming like a dagger. *

He grabs the metal spike and looks up at the Bug's apparently vulnerable under-belly, right above him. *

He grabs the spike with both hands and is about to thrust the spike up, into the Bug's gut, when; *

The Bug bends its head down between its legs. *

BUG'S POV *

Of Jay there, upside-down from this perspective, lurking between the Bug's legs. *

E127 EXT. WORLD'S FAIR - NIGHT E127*

The Bug opens its jaws and SNAPS at Jay -- who propels himself backward out of harm's way. *

The Bug starts climbing the tower. *

Jay howls in frustration. *

JAY *
What are you, afraid of me? Come on! Stand and fight like an arthropod! *

In frustration, Jay screams and throws himself on the Bug, hanging onto its back, trying to drag it down. *

JAY (CONT'D) *
You want a piece of this, huh?! Maybe you're a badass in your hive, but this is New York City. You're just another tourist here! *

The Bug flicks him off with his tail -- sending him SAILING twenty feet through the air. *

(CONTINUED)

E127 CONTINUED: E127

Jay CRASHES into the dumpster, landing on a heap in front of the garbage. *

But, scratched and beat-up, Jay still doesn't quit -- he stands to yell at the Bug, extending his arm at the creature. *

JAY *
You're messing with the wrong species, Bug-- *

He notices something on his arm... a cockroach running down his sleeve. He flicks it off... *

Looks down at the ground... sees another roach... looks over to the dumpster behind him... there are more of them... a whole mob, in fact... fifty or sixty of the critters, climbing out of a rusted hole in the dumpster... *

Jay has one last desperate idea... He kicks at the dumpster -- part of the side is rusted paper thin and it kicks apart and crumbles to pieces. *

TENS OF THOUSANDS OF ROACHES start pouring forth from the dumpster, crawling like a black glittering river, away from the garbage... *

Jay leaps to his feet and moves to the glistening mob of insects...

JAY
Hey, Bug!

CLOSE ON JAY'S FOOT

as he steps on the roach. CRUNCH.

ON THE BUG

as he flinches on the ladder -- he hates that sound.

ON JAY

He smiles.

JAY (CONT'D)
If I'm not mistaken, that was a cousin of yours.

He knows he's getting to him. He steps toward the Bug -- moving his foot over another roach.

CRUNCH! He crushes another one.

(CONTINUED)

E127 CONTINUED: (2) E127

JAY
Whoa! That had to hurt. And, what d'you know, here's your old Uncle Bob!

He steps forward again -- CRUNCH!

ON THE BUG

He turns around, anger burning in his eyes.

F127 INT. BUG - NIGHT F127*

Kay's hand reaches closer and closer to the gun... *

128 OMIT 128*

129 EXT. WORLD'S FAIR - ON JAY - NIGHT 129

Jay keeps moving toward the Bug, finding new roaches to tread on -- holds his foot over another one.

JAY
What's that? Can you hear what he's saying? 'Help me! Help me!'

CRUNCH.

THE BUG

as he starts climbing down the tower and moving toward Jay.

ON JAY

They are moving toward each other in a show down -- Jay moves on, poising his foot over another roach.

JAY *
Ooh! There's a pretty one. That *
one looks kinda familiar, don't you *
think? I know who that is! *

The Bug is right over Jay now, jaws dripping, ready to * gobble him up. *

BUG *
Don't do that! *

Jay stares right back at the Bug. Inside, he sees Kay's * hand, closing around the trigger of the shotgun. He * brings it around, pointing up, straight at the Bug's head. *

JAY *
That's your Momma! *

He moves to CRUNCH the roach -- The Bug moves to chomp Jay * -- Jay stares up at him, unflinching... *

JAY (CONT'D) *
Didn't she ever teach you not to *
bite off more than you can chew? *

and at that very moment... *

Kay BLASTS a hole right in the middle of the Bug's * midsection. The front of the Bug's thorax EXPLODES in a * shower of bug juice all over Jay. *

(CONTINUED)

129 CONTINUED: 129

The Bug flies into two pieces -- the butt end sailing one way; the head flying behind Jay. *

Kay falls out of the Bug, in a mess of goo, gasping for breath, dropping the atomizer from his slippery fingers. *

The other gun sails off into the darkness. *

The ICON drops to the ground, rolls over to Jay's feet, and CLATTERS to rest like a silver dollar on a barroom floor. *

He calmly bends down and picks it up. Jay is pissed and starts in on Kay. *

JAY *
You son of a-- *

Kay holds up a finger in a 'wait a minute' gesture -- pulls out his pocket phone and hits a number. *

KAY *
Zed. Get a message to the *
Arquillians. We have the galaxy. *

130 OMIT 130*

131 OMIT 131*

132 OMIT 132*

133 OMIT 133*

134 OMIT 134*

A134 INT. MIB HEADQUARTERS - NIGHT A134

Zed is standing at the console, a smile on his face. He glances over at the console that displays alien arrivals and departures on the earth. The red lights are coming back on.

ZED
I think the word's already out, son. Our friends are coming back.
(then)
Got an unauthorized landing at Times Square. You and Jay check it out on the way back... And pick me up one of those soft pretzels, while you're at it. Extra salt. I feel like celebrating.

B134 EXT. WORLD'S FAIR - NIGHT. B134

Kay flips the phone closed.

KAY
You were saying?

JAY
Getting eaten!? That was your plan!?

KAY
(shrugs)
Worked.

As they argue, behind them, unseen, THE FRONT HALF OF THE BUG RAISES ITSELF UP on its forearms, eyes gleaming with hate, jaws dripping -- ready to lower itself onto Kay and Jay.

JAY
After I got the shit beat out of me!

(CONTINUED)

B134 CONTINUED: B134

KAY
And I almost got digested. It goes with the job.

JAY
You coulda told me what you were doing!

KAY
There wasn't time, sport!

HISSS! The Bug attacks, swinging its head down on them. They turn to see it, and just before the jaws snap down on their heads...

BOOM! The bugs head explodes into a million bits. Bug juice showers down everywhere, bucketsful of goo drenching Kay and Jay even further.

They turn to see...

LAUREL standing behind the dead Bug, the other atomizer in her hands, the barrel smoking, the weapon and Laurel dripping with Bug innards.

LAUREL
Interesting job you guys got.

ON THE SKY

Bit of Bug juice still flying through the air.

C134 INT. A CAR ON THE ADJOINING FREEWAY - NIGHT C134

The driver sees something tumbling toward the windshield. He winces.

-- AND THE BUG'S REMAINS SPLAT AGAINST THE WINDSHIELD.

The driver grimaces at the mess.

DRIVER
Damn bugs.

He reaches down and hits a button. Wiper fluid squirts onto the windshield and the wipers spread bug goo everywhere.

CUT TO:

135 EXT. MIB BUILDING - NIGHT 135

Kay's LTD is parked outside Men in Black headquarters. LAUREL leans her back against the car. We see JAY and KAY walking away in the distance.

JAY
Look, I know we have all these rules, but she did just bust the Bug for us and besides, you do that flashy thing to her one more time she won't remember her own zip code.

Kay pulls out the neuralizer.

JAY
Who's she gonna tell anyway. She only hangs out with dead people.

KAY
Not her. Me.

JAY
Hey, I didn't mean it when I called you and Zed "old guys".

KAY
(loosening his tie, looking up at the sky)
They're beautiful. Aren't they?

JAY
You alright, man?

KAY
The stars. I never just look anymore.

LAUREL
(walking towards them)
Guys, we're nowhere near my apartment. We're not even on the right island.

JAY
I can't do this job alone.

(CONTINUED)

135 CONTINUED: 135

KAY
Maybe you won't have to.

Kay puts his finger over Laurel's name tag, leaving only the letter "L". Then he starts dialing back the neuralizer.

KAY
Hours. Days. Years. Always face it forwards.

He hands the neuralizer to J as he takes his sunglasses out of his pocket and puts them on Laurel. He taps J's pocket, indicating to J to put on his glasses. J resists.

KAY
(As he starts undoing his tie)
I've just been down the gullet of an interstellar cockroach. You think that's a memory I want to keep?

Jay takes the neuralizer.

KAY
See you around, sport.

Jay raises the neuralyzer. With a brilliant white FLASH, the screen turns white.

CUT TO:

136 EXT. NEWSSTAND - DAY 136

CLOSE ON various tabloid headlines as a hand flicks through them. Here's one:

Mets' Centerfielder Says:
"UFO MADE ME MISS HOME RUN BALL!"

And here's another one:

DETROIT HAS CAR THAT DEFIES GRAVITY!
Secret Tests in N.Y.'s Tunnel

And a third:

MAN AWAKENS FROM 30 YEAR COMA
Returns to Girl He Left Behind

A large photograph shows a smiling KAY, arm-in-arm with ELIZABETH RESTON, his long-lost fiancee, in her back yard in Tempe, Arizona.

She holds a large bouquet of flowers, the same kind he brought but never gave her thirty years ago.

JAY, who's reading the paper, smiles.

AT THE CURB,

Jay hurries back to the LTD with the newspapers. ELLE, (formerly Laurel), is waiting, leaning against the hood. Tailored black suit. Black shoes. Short-cropped hair. The look never looked better.

ELLE
Zed called. The High Consulate of Regent-9 emissary wants floor seats to the Knicks-Bulls game.

JAY
I'll talk to Dennis Rodman, it's his damn planet.

ELLE
Let's roll.

Both car doors SLAM, Jay drops it in gear, and the LTD BLASTS away from the curb.

137 EXT. NEW YORK CITY BLOCK - DAY 137

The LTD is just one of many cars in a jam-packed Manhattan city block.

138 FROM UP IN THE CLOUDS 138

Manhattan itself is just part of a much larger urban and suburban sprawl.

139 FROM THE STRATOSPHERE 139

The east coast of the United States is just part of a much larger land mass.

140 FROM THE EOSPHERE 140

North America is just a small portion of the planet Earth.

141 FROM SPACE 141

Earth is just a tiny ball in our solar system.

142 FROM THE MIDDLE OF THE MILKY WAY 142

Our solar system is just a few blips of light in a vast star field.

143 FROM <u>OUTSIDE</u> OUR GALAXY, 143

The Milky Way is just a creamy spiral amid innumerable other creamy spirals.

144 FROM THE OUTER REACHES OF THE UNIVERSE, 144

There seems to be an edge to what we see, a curved border which seems to close in on things around the perimeters, until everything that exists seems to be contained in one tiny ball --

-- which is actually a <u>marble</u> resting on a strange-looking patch of red dirt.

An ALIEN HAND reaches down and flicks the marble, sending it skittering and bouncing across the dirt, where it CLICKS into a dozen other big blue balls just like it.

FADE OUT.